

As filed with the Securities and Exchange Commission on February 14, 2003

FORM S-8

REGISTRATION STATEMENT
UNDER
THE SECURITIES ACT OF 1933

STRATTEC SECURITY CORPORATION
(Exact name of registrant as specified in its charter)

WISCONSIN
(State or Other Jurisdiction of
Incorporation or Organization)

39-1804239
(I.R.S. Employer
Identification No.)

3333 West Good Hope Road
Milwaukee, Wisconsin
(Address of principal executive offices)

53209
(ZIP Code)

STRATTEC SECURITY CORPORATION
STOCK INCENTIVE PLAN
(Full title of the plan)

PATRICK J. HANSEN
Vice President, Chief Financial
Officer, Treasurer and Secretary
STRATTEC SECURITY CORPORATION
3333 West Good Hope Road
Milwaukee, Wisconsin 53209
(Name and address of agent for service)

Copy to:
JAMES M. BEDORE, ESQ.
Reinhart Boerner Van Deuren s.c.
1400 North Water Street, Suite 2100
Milwaukee, Wisconsin 53202

414-247-3333
(Telephone number, including area code, of agent for service)

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered -----	Amount to be Registered -----	Proposed Maximum Offering Price Per Share -----	Proposed Maximum Aggregate Offering Price (1) -----	Amount of Registration Fee ---
Common Stock, \$.01 par value	400,000 shares	\$48.56 (1) (2)	\$19,424,000	\$1,787

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- (1) For the purpose of computing the registration fee, STRATTEC SECURITY CORPORATION (the "Registrant") has used \$48.56 as the average of the high and low prices of the Common Stock as reported on February 12, 2003 on the Nasdaq National Market for the offering price per share, in accordance with Rule 457(h).
- (2) The actual offering price will be determined in accordance with the terms of the Plan.

On May 30, 2002, the Registrant announced that it had dismissed Arthur Andersen LLP ("Arthur Andersen") as its independent public accountants. After reasonable efforts, the Registrant has been unable to obtain the consent of Arthur Andersen to the incorporation into this registration statement of their report with respect to the consolidated financial statements of the Registrant, which appeared in its Annual Report on Form 10-K for the year ended June 30, 2002. Under these circumstances, Rule 437a under the Securities Act permits this registration statement to be filed without a written consent from Arthur Andersen. The absence of such consent may limit your recovery on certain claims. In particular, and without limitation, you will not be able to assert claims against Arthur Andersen under Section 11 of the Securities Act for any untrue statement of a material fact contained in the Registrant's consolidated financial statements for the years ended July 1, 2001 and July 2, 2000 or any omissions to state a material fact required to be stated therein. In addition, the ability of Arthur Andersen to satisfy any claims (including claims arising from Arthur Andersen's provision of auditing and other services to the Registrant) may be limited as a practical matter due to recent events involving Arthur Andersen.

PART II - INFORMATION REQUIRED IN THE
REGISTRATION STATEMENT

Item 3. Incorporation of Documents by Reference.

This Registration Statement has been filed to register additional shares of the Registrant's common stock made available under the STRATTEC SECURITY CORPORATION Stock Incentive Plan by reason of an amendment thereto approved by the shareholders of the Registrant. Pursuant to General Instruction E to Form S-8, the contents of the Registrant's earlier Registration Statements on Form S-8 (Registration Nos. 333-4300 and 333-31002) effective April 29, 1996 and February 24, 2000 are incorporated by reference and made a part hereof.

Item 8. Exhibits.

- 4.1 Amended and Restated Articles of Incorporation of the Registrant.
- 4.2 By-Laws of the Registrant.
- 4.3 Rights Agreement, dated as of February 6, 1995, between the Registrant and Firststar Trust Company, as Rights Agent, which includes the Form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B.
- 5 Opinion of Reinhart Boerner Van Deuren s.c. as to the legality of the stock being registered.
- 23.1 Consent of Deloitte & Touche LLP.
- 23.2 Consent of Reinhart Boerner Van Deuren s.c. (included in Exhibit 5).
- 24 Power of Attorney.

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SIGNATURES

Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Milwaukee, State of Wisconsin, on February 11, 2003.

STRATTEC SECURITY CORPORATION
(Registrant)

By /s/ Harold M. Stratton II

Harold M. Stratton II
Chairman and Chief Executive Officer

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS, that each person whose signature appears below, constitutes and appoints Harold M. Stratton II and John G. Cahill, and each of them, as true and lawful attorney-in-fact and agent, with full power of substitution and resubstitution for him and in his name, place and stead, in any and all capacities, to sign any and all amendments (including post effective amendments) to this Registration Statement and to file the same, with all exhibits thereto, and other documents in connection therewith, with the Securities and Exchange Commission, granting onto each said attorney-in-fact and agent full power and authority to do and perform each and every act and thing necessary to be done in and about the premises, as fully to all intents and purposes as he might or could do in person, hereby ratifying and confirming all that said attorney-in-fact and agent or his substitute may lawfully do or cause to be done by virtue hereof.

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

SIGNATURE	TITLE	DATE
/s/ Harold M. Stratton II ----- Harold M. Stratton II	Chairman, Chief Executive Officer, and Director (Principal Executive Officer)	February 11, 2003
/s/ John G. Cahill ----- John G. Cahill	President, Chief Operating Officer and Director	February 11, 2003
/s/ Patrick J. Hansen ----- Patrick J. Hansen	Vice President, Chief Financial Officer, Treasurer and Secretary (Principal Financial Officer and Principal Accounting Officer)	February 11, 2003
/s/ Frank J. Krejci ----- Frank J. Krejci	Director	February 11, 2003
/s/ Michael J. Koss ----- Michael J. Koss	Director	February 11, 2003
/s/ Robert Feitler ----- Robert Feitler	Director	February 11, 2003

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STRATTEC SECURITY CORPORATION
(THE "REGISTRANT")
(COMMISSION FILE NO. 0-25150)

EXHIBIT INDEX
TO
FORM S-8 REGISTRATION STATEMENT

EXHIBIT NUMBER	DESCRIPTION	INCORPORATED HEREIN BY REFERENCE TO	FILED HEREWITH
4.1	Amended and Restated Articles of Incorporation of the Registrant	Appendix B to the Registrant's Information Statement annexed to, and filed as Exhibit 2.1 to, the Registrant's Form 10/A Amendment No. 2 to Registration Statement dated February 6, 1995	
4.2	By-Laws of the Registrant	Appendix C to the Registrant's Information Statement annexed to, and filed as Exhibit 2.1 to, the	

Registrant's Form 10/A Amendment No. 2
to Registration Statement dated
February 6, 1995

4.3	Rights Agreement dated as of February 6, 1995, between the Registrant and Firststar Trust Company, as Rights Agent, which includes the Form of Right Certificate as Exhibit A and the Summary of Rights to Purchase Common Shares as Exhibit B	Exhibit 4.1 to the Registrant's Form 10/A Amendment No. 2 to Registration Statement dated February 6, 1995	
5	Opinion of Counsel		X
23.1	Consent of Deloitte & Touche LLP		X
23.2	Consent of Counsel		Contained in Opinion filed as Exhibit 5
24	Powers of Attorney	Signature Page to Registration Statement	

February 14, 2003

STRATTEC SECURITY CORPORATION
3333 West Good Hope Road
Milwaukee, Wisconsin 53209

Gentlemen:

We are providing this opinion in connection with the Registration Statement of STRATTEC SECURITY CORPORATION, a Wisconsin corporation (the "Company"), on Form S-8 (the "Registration Statement"), filed under the Securities Act of 1933, as amended (the "Act"), with respect to the proposed sale by the Company of up to 1,600,000 shares of Company common stock, \$.01 par value per share (the "Shares"), pursuant to the provisions of the STRATTEC SECURITY CORPORATION Stock Incentive Plan, as amended (the "Plan").

We have examined (i) the Registration Statement, (ii) the Company's Amended and Restated Articles of Incorporation and By-Laws, as amended to date, (iii) the Plan, (iv) the corporate proceedings relating to the adoption of the Plan, the issuance of the Shares and the organization of the Company, and (v) such other documents and records as we have deemed necessary in order to render this opinion. In rendering this opinion, we have relied as to certain factual matters on certificates of officers of the Company and of state officials.

Based upon the foregoing, it is our opinion that:

1. The Company is a corporation validly existing under the laws of the State of Wisconsin and, based solely on a certificate of the Department of Financial Institutions of the State of Wisconsin (the "DFI"); (a) has filed with the DFI during its most recently completed report year the required annual report; (b) is not the subject of a proceeding under Wisconsin Statutes section 180.1421 to cause its administrative dissolution; (c) no determination has been made by the DFI that grounds exist for such action; (d) no filing has been made with the DFI of a decree of dissolution with respect to the Company; and (e) Articles of Dissolution of the Company have not been filed with the DFI.

2. The Shares, when issued as and for the consideration contemplated by the Registration Statement and the Plan, will be validly issued, fully paid and

STRATTEC SECURITY CORPORATION
February 14, 2003
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non-assessable by the Company, subject to the personal liability which may be imposed on shareholders by Section 180.0622(2)(b) of the Wisconsin Business Corporation Law, as judicially interpreted, for debts owing to employees for services performed, but not exceeding six months service in any one case.

We consent to the filing of this opinion as an Exhibit to the Registration Statement. In giving this consent, we do not admit that we are "experts" within the meaning of Section 11 of the Act, or that we come within the category of persons whose consent is required by Section 7 of the Act.

Yours very truly,

REINHART BOERNER VAN DEUREN s.c.

BY /s/ Benjamin G. Lombard

Independent Auditors' Consent

We consent to the incorporation by reference in this Registration Statement of STRATTEC SECURITY CORPORATION on Form S-8 of our reports dated July 30, 2002, appearing in and incorporated by reference in the Annual Report on Form 10-K of STRATTEC SECURITY CORPORATION for the year ended June 30, 2002.

DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin
February 14, 2003

/s/ Deloitte & Touche LLP