

| OMB APPROVAL                                       |                |
|--|----------------|
| OMB Number:  | 3235-0060      |
| Expires:   | April 30, 2009 |
| Estimated average burden<br>hours per response ... | 38.0           |

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

---

**FORM 8-K**

---

**CURRENT REPORT  
Pursuant to Section 13 OR 15(d) of  
The Securities Exchange Act of 1934**

**Date of Report (Date of earliest event reported): October 9, 2009**

---

**SUN HYDRAULICS CORPORATION**

(Exact name of registrant as specified in its charter)

---

**Florida**  
(State or other jurisdiction  
of incorporation)

**0-21835**  
(Commission File Number)

**59-2754337**  
(IRS Employer  
Identification No.)

**1500 West University Parkway, Sarasota, Florida**  
(Address of principal executive offices)

**34243**  
(Zip Code)

**Registrant's telephone number, including area code 941-362-1200**

(Former name or former address, if changed since last report.)

---

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions (see General Instruction A.2. below):

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

---

**Item 5.02. Departures of Directors or Principal Officers; Election of Directors; Appointment of Principal Officers; Compensatory Arrangements of Certain Officers.**

On October 9, 2009, the Registrant's Compensation Committee awarded an aggregate of 13,550 shares of Restricted Stock to three executive officers of the Registrant under its 2001 Restricted Stock Plan. All of such shares of Restricted Stock will vest in three equal installments over three years, beginning October 9, 2010, provided that the employee is then employed by the Registrant or one of its subsidiaries. There are no specific performance goals or business criteria that must be met for the employees to receive such shares. All of the shares of Restricted Stock were awarded pursuant to Restricted Share Agreements in the form filed as Exhibit (d)(2) to the Registrant's Schedule TO filed with the Commission on June 12, 2001. Included in the awards of Restricted Stock were the award of 7,500 shares to Allen Carlson, President and Chief Executive Officer; 3,025 shares to Tricia Fulton, Chief Financial Officer; and 3,025 shares to Tim Twitty, Officer.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, as amended, the Registrant has duly caused this Report to be signed on its behalf by the undersigned thereunto duly authorized.

SUN HYDRAULICS CORPORATION

By:           /s/ TRICIA L. FULTON          

**Tricia L. Fulton**  
**Chief Financial Officer**  
**(Principal Financial and Accounting Officer)**

Dated: October 14, 2009