## Edgar Filing: PENTAIR INC - Form 4

PENTAIR	INC											
Form 4												
September	16, 2009											
FORM	M 4								OMB APPROVAL			
	UNITED	STATES		RITIES A shington	N OMB Number:	3235-0287						
Check t if no lo subject Section Form 4	to <b>STATE</b> 16.											
Form 5 obligati may co <i>See</i> Inst 1(b).	ions Section 17	Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940										
(Print or Type	e Responses)											
1. Name and Address of Reporting Person <u>*</u> MONAHAN WILLIAM T			Symbol	er Name <b>an</b>		Trading	5. Relationship of Reporting Person(s) to Issuer					
(Last)	(First) (	(Middle) 3. Date of Earliest Transaction					(Che	e)				
5500 WAYZATA BLVD., SUITE 800			<ul><li>3. Date of Earliest Transaction</li><li>(Month/Day/Year)</li><li>09/14/2009</li></ul>				X_ Director 10% Owner Officer (give title Other (specify below) below)					
	(Street)			endment, D onth/Day/Yea	-	1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
GOLDEN	VALLEY, MN 55	5416					Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution any (Month/Da	on Date, if Transactio Code		4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A)		Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)			
				Code V	Amount	or (D) Price	(Instr. 3 and 4)					
Reminder: Re	eport on a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly of	or indirectly.					
					inforn requir	nation cont ed to respo	pond to the colle ained in this form ond unless the for ntly valid OMB co	n are not rm	SEC 1474 (9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units (Deferred Compensation)	\$ 1 <u>(1)</u>	09/14/2009		A <u>(2)</u>		177.917		(3)	(3)	Common Stock	177.9

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
MONAHAN WILLIAM T 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416	Х							
Signatures								
s/ Louis L. Ainsworth, Attorney-in-Fact		09/16/2009	)					
**Signature of Reporting Person		Date						

## **Explanation of Responses:**

- If the form is filed by more than one reporting person, see Instruction 4(b)(v).
- \*\* Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).
- (1) Phantom stock units convert into common stock on a one-for-one basis.
- Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person (2) has no current dispositive or voting power.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the (4) trading period.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.