

PENTAIR INC  
Form 4  
March 04, 2005

**FORM 4**

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

OMB APPROVAL

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**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES**

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 Responses)

1. Name and Address of Reporting Person \*  
**SCHROCK MICHAEL V**

(Last) (First) (Middle)  
5500 WAYZATA BLVD., SUITE 800  
(Street)

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PENTAIR INC [PNR]**

3. Date of Earliest Transaction (Month/Day/Year)  
03/02/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
President, COO Enclosures

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned**

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	03/02/2005		M		16,668 A \$ 16.5625		201,562.191 D
Common Stock	03/02/2005		M		68,000 A \$ 18.1485		269,562.191 D
Common Stock	03/02/2005		M		42,666 A \$ 17.47		312,228.191 D
Common Stock	03/02/2005		M		14,398 A \$ 22.88		326,626.191 D
Common Stock	03/02/2005		F		94,414 D \$ 41.43		232,212.191 D

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Common Stock	03/03/2005	S	100	D	\$ 41.5	232,112.191	D
Common Stock	03/03/2005	S	11,000	D	\$ 41.52	221,112.191	D
Common Stock	03/03/2005	S	6,200	D	\$ 41.54	214,912.191	D
Common Stock	03/03/2005	S	399	D	\$ 41.56	214,513.191	D

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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(9-02)

**Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned**  
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Underlying (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 16.5625	03/02/2005		M	16,668	10/22/2002 10/22/2011	Common Stock
Employee Stock Option (right to buy)	\$ 17.47	03/02/2005		M	42,666	01/02/2004 01/02/2013	Common Stock
Employee Stock Option (right to buy)	\$ 18.1485	03/02/2005		M	68,000	01/02/2003 01/02/2012	Common Stock
Employee Stock Option (right to buy)	\$ 22.88	03/02/2005		M	14,398	01/02/2005 01/02/2014	Common Stock

