## Edgar Filing: PENTAIR INC - Form 4

PENTAIR I	NC											
Form 4 April 13, 20	006											
								OMB APPROVAL				
Washington, D.C. 20549									OMB Number:	3235-0287		
	Check this box if no longer subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF								EDGIIID OF	Expires:	January 31, 2005	
subject to Section 16. Form 4 or						ATTIES	ICIA		LKSHIF OF	Estimated a burden hour response	urs per	
Form 5 obligation may cor <i>See</i> Insta 1(b).	ons Section 17(	a) of the	Public U	tility I	Holo	ding Cor	npan	U	Act of 1934, 1935 or Section			
(Print or Type	Responses)											
BROWN CHARLES M Symbol						l Ticker or PNR]	Tradi	0	5. Relationship of Reporting Person(s) to Issuer			
				3. Date of Earliest Transaction					(Check all applicable)			
(Month/			(Month/I 04/12/2	Day/Year)					Director 10% Owner X Officer (give title Other (specify below) below) President, COO Water Group			
(Street) 4. If Ame				endment, Date Original				(	6. Individual or Joint/Group Filing(Check			
Filed(Mo				•					Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
GOLDEN VALLEY,	MN 55416-1261							i	Person		porting	
(City)	(State)	(Zip)	Tab	le I - N	on-E	Derivative	Secur	ities Acqu	ired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deemed Execution Date, if any (Month/Day/Year)			3. 4. Securities Acquired (A Transactionor Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)					5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code	v	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock									18,627.876	D		
Common Stock - ESPP	04/12/2006			A <u>(1)</u>	V	23.345	A	\$ 40.159 (2)	278.997	D		
Common Stock - ESOP									150.0747	Ι	By ESOP	

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

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Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration		or		
						Exercisable	Date	Title	Number		
									of		
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
BROWN CHARLES M 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261			President, COO Water Group	
Signatures				

Louis L. Ainsworth, 04/13/2006 Attorney-in-Fact

\*\*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) Purchase of shares under the Pentair, Inc. Employee Stock Purchase Plan in exempt transaction pursuant to Rule 16b-3(c).
- Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the (2)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.