PENTAIR INC Form 4 January 04, 2008

## FORM 4

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

Check this box

if no longer subject to Section 16. Form 4 or

Form 5 obligations

may continue. See Instruction 1(b).

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)

(Last)

(City)

1.Title of

Security

(Instr. 3)

800

1. Name and Address of Reporting Person \*

Ho David H Y

(First)

(Middle)

(Zip)

anv

2. Transaction Date 2A. Deemed

5500 WAYZATA BLVD., SUITE

(Street)

(State)

(Month/Day/Year)

**GOLDEN** VALLEY, MN 55416-1261 2. Issuer Name and Ticker or Trading

Symbol

PENTAIR INC [PNR]

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

01/02/2008

4. If Amendment, Date Original

Filed(Month/Day/Year)

4. Securities TransactionAcquired (A) or

Execution Date, if Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)

(Month/Day/Year)

(A) or

Code V Amount (D) Price

**OMB APPROVAL** 

**OMB** Number:

3235-0287

2005

January 31, Expires:

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

X\_ Director 10% Owner Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

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

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Indirect Beneficial Owned Ownership (I) Following (Instr. 4) (Instr. 4) Reported

Transaction(s) (Instr. 3 and 4)

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.

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

1. Title of Derivative Security

Conversion or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of Transaction Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Ame Underlying Secu (Instr. 3 and 4)

SEC 1474

(9-02)

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(Instr. 3)	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	A on N of
Nonqualified Stock Option (right to buy)	\$ 34.18	01/02/2008		A(1)		10,000		01/02/2009(2)	01/02/2018	Common Stock	1

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ho David H Y 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	X						

# **Signatures**

Louis L. Ainsworth, 01/04/2008 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).
- (2) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.
- (1) Non-qualified stock option granted under the Pentair, Inc. Outside Directors Non-Qualified Stock Option Plan.

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.

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