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PENTAIR INC								
Form 4								
November 10, 2008								
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION						PPROVAL		
	C. 20549		OMB Number:	3235-0287				
Section 16. Form 4 or Form 5 Filed pursu	ES ecurities Exchar	WNERSHIP OF	burden hou response	Estimated average burden hours per response 0.5				
See Instruction 1(b).			; Company Act mpany Act of 1	of 1935 or Sectio 940	n			
(Print or Type Responses)								
1. Name and Address of Reporting Pe Ho David H Y	Symbol	r Name and Tic		5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Mid	ddle) 3. Date o	f Earliest Transa	ction	(Chec	ck all applicable	e)		
5500 WAYZATA BLVD., SU 800		Day/Year) 2008		X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amendment, Da Filed(Month/Day/Year			riginal	Applicable Line) _X_ Form filed by	oint/Group Filing(Check One Reporting Person Aore than One Reporting			
GOLDEN VALLEY, MN 55416-1261				Person		eporting		
(City) (State) (Z	Cip) Tab	le I - Non-Deriv	ative Securities A	cquired, Disposed o	f, or Beneficia	lly Owned		
		TransactionAcq Code Disj	posed of (D) tr. 3, 4 and 5) (A) or	SecuritiesHBeneficially(Owned(5. Ownership Form: Direct D) or Indirect I) Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report on a separate line for	or each class of secu	urities beneficial	ly owned directly o	or indirectly.				
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 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 of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	11/07/2008		A <u>(2)</u>		445.287		(3)	(3)	Common Stock	445.2

Reporting Owners

Reporting Owner Name / Address	Relationships						
r g · · · g · · · · · · · · · ·	Director	10% Owner	Officer	Other			
Ho David H Y 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	Х						
Signatures							
Louis L. Ainsworth, Attorney-in-Fact	11/10	/2008					

**Signature of Reporting Person

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).

Date

- (1) Phantom stock units convert into common stock on a one-for-one basis.
- (2) Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person has no current dispositive or voting power.
- (5) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).
- (4) Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

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.