

PALL CORP
Form 4
August 31, 2015

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 *
Narasimhan Naresh

(Last) (First) (Middle)
25 HARBOR PARK DRIVE
(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2015

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, Pall Asia

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	08/31/2015		D		1,145.512	D	\$ 127.20 (1)
Common Stock	08/31/2015		D		1,999.623	D	(2) 0

Reminder: Report on a separate line for each class of securities beneficially owned directly 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 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 64.8	08/31/2015		D	670	<u>(3)</u> 01/16/2020	Common Stock	670
Employee Stock Option (Right to Buy)	\$ 82.47	08/31/2015		D	1,396	<u>(4)</u> 12/11/2020	Common Stock	1,396
Employee Stock Option (Right to Buy)	\$ 94.53	08/31/2015		D	4,695	<u>(5)</u> 12/10/2021	Common Stock	4,695

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Narasimhan Naresh 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050			President, Pall Asia	

Signatures

/s/ Adam Mandelbaum, Attorney-in-fact for Naresh Narasimhan
 08/31/2015
 **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) Pursuant to the Agreement and Plan of Merger, dated May 12, 2015 (the "Merger Agreement"), among Pall Corporation ("Pall"), Danaher Corporation ("Danaher") and Pentagon Merger Sub, Inc., an indirect wholly owned subsidiary of Danaher ("Merger Sub"), as of the effective time of the merger of Pall and Merger Sub, these restricted stock units ("RSUs") were converted into the right to receive a cash payment equal to the per share merger consideration of \$127.20.

(2) These RSUs were converted, pursuant to the Merger Agreement, into RSUs of Danaher common stock in an amount determined by multiplying the number of unvested RSUs of Pall immediately prior to the effective time of the merger by the Equity Award Exchange Ratio of [?], calculated by dividing the per share merger consideration of \$127.20 by the average of the closing prices of the shares of Danaher common stock on the New York Stock Exchange for the ten (10) trading days immediately preceding the closing date.

(3) This option grant, which provides for vesting in four equal installments commencing on January 16, 2014, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$41,808 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20.

(4) This option grant, which provides for vesting in three equal installments commencing on December 11, 2014, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$ \$62,443 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20.

(5) This option grant, which provides for vesting in three equal installments commencing on December 10, 2015, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$153,385.65 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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