

JONES DAVID A /WI
Form 4
October 02, 2012

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 *
JONES DAVID A /WI

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2012

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

(Street)

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

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

GOLDEN VALLEY, MN 55416

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 (A) or (D) Price			
Common Stock	09/28/2012		D ⁽¹⁾	5,800 D <u>(1)</u> 0		D	
Common Stock - Restricted Stock Units	09/28/2012		D ⁽¹⁾	2,936 D <u>(1)</u> 0		D	
Common Stock - Deferral Plan	09/28/2012		D ⁽¹⁾	1,338.284 ⁽³⁾ <u>(2)</u> D <u>(1)</u> 0		I	Plan Agent

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 Underlying (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (Deferred Compensation)	(4)	09/28/2012		D ⁽¹⁾	29,831.136	(5)	(5)	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 20.21	09/28/2012		D ⁽¹⁾	10,000	09/11/2004 ⁽⁶⁾	09/11/2013	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 26.45	09/28/2012		D ⁽¹⁾	10,000	02/25/2005 ⁽⁶⁾	02/25/2014	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 40.42	09/28/2012		D ⁽¹⁾	10,000	02/23/2006 ⁽⁶⁾	02/23/2015	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 38.88	09/28/2012		D ⁽¹⁾	10,000	02/21/2007 ⁽⁶⁾	02/21/2016	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 32.73	09/28/2012		D ⁽¹⁾	10,000	02/26/2008 ⁽⁶⁾	02/26/2017	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 34.18	09/28/2012		D ⁽¹⁾	10,000	01/02/2009 ⁽⁶⁾	01/02/2018	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 24.78	09/28/2012		D ⁽¹⁾	17,200	01/02/2010 ⁽⁶⁾	01/02/2019	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 33.38	09/28/2012		D ⁽¹⁾	6,140	01/04/2011 ⁽⁶⁾	01/04/2020	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 36.98	09/28/2012		D ⁽¹⁾	4,242	01/03/2012 ⁽⁶⁾	01/03/2021	Comm Stock

