

PALL CORP
Form 3
December 12, 2014

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Narasimhan Naresh | | (Month/Day/Year) | PALL CORP [PLL] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 25 HARBOR PARK DRIVE | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) President, Pall Asia | |
| PORT | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| WASHINGTON,Â NYÂ 11050 | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| (City) | (State) | (Zip) | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| | | | |
|------------------------------------|--|---|--|
| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|

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

SEC 1473 (7-02)

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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| | | | | | |
|---|---|--|--|--|--|
| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |

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| | | | | | | | |
|--------------------------------------|---------------------------|------------|--------------|---------|-------------------|---|---|
| Employee Stock Option (Right to Buy) | 01/16/2013 ⁽¹⁾ | 01/16/2020 | Common Stock | 670 | \$ 64.8 | D | Â |
| Employee Stock Option (Right to Buy) | 12/11/2013 ⁽²⁾ | 12/11/2020 | Common Stock | 1,396 | \$ 82.47 | D | Â |
| Restricted Stock Units | 07/13/2015 | 07/13/2015 | Common Stock | 472.604 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units | 01/18/2016 | 01/18/2016 | Common Stock | 448.312 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units | 12/11/2016 | 12/11/2016 | Common Stock | 284.705 | \$ ⁽³⁾ | D | Â |
| Restricted Stock Units | 01/16/2017 | 01/16/2017 | Common Stock | 400.723 | \$ ⁽³⁾ | D | Â |

Reporting Owners

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

Signatures

/s/ Adam Mandelbaum, Attorney-in-fact for Naresh Narasimhan

12/12/2014

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) Date shown is the date of grant. These options vest ratably over a period of four years commencing on the first anniversary of the grant date, provided the Reporting Person satisfies certain service conditions.
- (2) Date shown is the date of grant. These options vest ratably over a period of three years commencing on the first anniversary of the grant date.
- (3) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 2, provided the Reporting Person satisfies certain service conditions.

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.