

MOSCHELLA FRANCIS B

Form 3

March 20, 2013

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 *

MOSCHELLA FRANCIS B

(Last)

(First)

(Middle)

25 HARBOR PARK DRIVE

(Street)

PORT

WASHINGTON, NY 11050

(City)

(State)

(Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

03/10/2013

3. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other

(give title below) (specify below)

Chief Accounting Officer

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

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 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)

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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)

Date Exercisable

Expiration Date

3. Title and Amount of
Securities Underlying
Derivative Security
(Instr. 4)

Title

Amount or
Number of
Shares4. Conversion
or Exercise
Price of
Derivative
Security5. Ownership
Form of
Derivative
Security:
Direct (D)
or Indirect
(I)
(Instr. 5)6. Nature of
Indirect
Beneficial
Ownership
(Instr. 5)

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Restricted Stock Units	01/18/2016	01/18/2016	Common Stock	1,074.03	\$ <u>(1)</u>	D	Â
Restricted Stock Units	01/16/2017	01/16/2017	Common Stock	1,304.8	\$ <u>(1)</u>	D	Â
Salary Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	65.7	\$ <u>(4)</u>	D	Â
Bonus Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	1,341.5	\$ <u>(4)</u>	D	Â
Salary Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	186.51	\$ <u>(4)</u>	D	Â
Salary Units	Â <u>(2)(3)</u>	Â <u>(2)(3)</u>	Common Stock	168.88	\$ <u>(4)</u>	D	Â
Salary Units	07/31/2013 <u>(2)</u>	07/31/2013 <u>(2)</u>	Common Stock	231.75	\$ <u>(4)</u>	D	Â
Bonus Units	09/25/2013 <u>(2)(3)</u>	09/25/2013 <u>(2)(3)</u>	Common Stock	1,143.82	\$ <u>(4)</u>	D	Â
Bonus Units	09/28/2014 <u>(2)</u>	09/28/2014 <u>(2)</u>	Common Stock	2,479.75	\$ <u>(4)</u>	D	Â
Bonus Units	10/05/2016 <u>(2)</u>	10/05/2016 <u>(2)</u>	Common Stock	1,656.92	\$ <u>(4)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MOSCHELLA FRANCIS B 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Â	Â	Â Chief Accounting Officer	Â

Signatures

/s /Cherita Thomas as Attorney-in-Fact for Francis B. Moschella

03/20/2013

__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) 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 is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability or retirement, in any of which events the Units may vest in whole or in part.

(2) The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary of the transaction date, or, if sooner, the date on which the Reporting Person's employment with the Issuer terminates, or, if later, the date to which the Reporting Person elects to defer receipt of common stock beyond the vesting date.

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- (3) The Reporting Person elected to defer receipt until the first business day of the calendar year following the date on which the Reporting Person's employment with the Issuer terminates for any reason.

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

- (4) column 2, subject to adjustments if the Reporting Person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the Units were granted.

Â

Remarks:

FormÂ 2Â ofÂ 2

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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