

PENTAIR INC  
Form 8-K  
April 27, 2012

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): April 25, 2012**

**Commission file number 000-04689**

**Pentair, Inc.**

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification number)

5500 Wayzata Blvd, Suite 800, Golden Valley, Minnesota

55416

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (763) 545-1730

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

**ITEM 5.07 Submission of Matters to a Vote of Security Holders**

Pentair, Inc. (the Company) held its 2012 annual meeting of shareholders on April 25, 2012. There were 98,738,021 shares of common stock of the Company entitled to vote at the meeting and a total of 87,613,655 (88.73%) were represented at the meeting.

The items voted upon at the annual meeting and the results of the vote on each proposal were as follows:

**Proposal 1. Election of Directors**

To elect three directors of the Company to terms expiring in 2015. Each nominee for director was elected by a vote of the shareholders as follows:

Nominees	Votes For	Votes Against	Abstentions	Broker Non-Votes
Charles A. Haggerty	73,625,482	7,128,734	318,223	6,541,216
Randall J. Hogan	74,281,449	6,557,554	233,436	6,541,216
David A. Jones	75,549,181	5,228,926	294,332	6,541,216

**Proposal 2. Advisory Vote on Approval of the Compensation of the Company's Named Executive Officers**

To approve by advisory vote, the compensation of our named executive officers. The compensation of the Company's named executive officers was approved by advisory vote by shareholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
66,346,440	14,228,070	497,929	6,541,216

**Proposal 3. Ratification of Appointment of Deloitte & Touche LLP as the Company's Independent Registered Public Accounting Firm for 2012**

To ratify the appointment of Deloitte & Touche LLP as the Company's independent registered public accounting firm for the year ending December 31, 2012. The proposal was approved by a vote of the shareholders as follows:

Votes For	Votes Against	Abstentions	Broker Non-Votes
85,950,161	1,360,020	303,474	0

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on April 27, 2012.

PENTAIR, INC.  
Registrant

By: /s/ Angela D. Lageson  
Angela D. Lageson  
Senior Vice President, General Counsel and  
Secretary