

KRASNOFF ERIC
Form 4/A
October 08, 2009

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KRASNOFF ERIC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
PALL CORPORATION, 2200
NORTHERN BLVD

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/10/2007

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

EAST HILLS, NY 11548-1289

(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)
01/12/2007

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)		
				(A) or (D)	Code	V	Amount	(D)	Price

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

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.

SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Rights to Buy) ⁽¹⁾	\$ 34.07	01/10/2007	A	27,500					01/10/2008	01/10/2014	Common Stock	27,500
Employee Stock Options (Rights to Buy) ⁽¹⁾	\$ 34.07	01/10/2007	A	27,500					01/10/2009	01/10/2014	Common Stock	27,500
Employee Stock Options (Rights to Buy) ⁽¹⁾	\$ 34.07	01/10/2007	A	27,500					01/10/2010	01/10/2014	Common Stock	27,500
Employee Stock Options (Rights to Buy) ⁽¹⁾	\$ 34.07	01/10/2007	A	27,500					01/10/2011	01/10/2014	Common Stock	27,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASNOFF ERIC PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289	X		Chairman and CEO	

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Eric Krasnoff 10/08/2009

 **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).

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This grant of Stock Options inadvertently exceeded a limitation applicable to option awards under the 2005 Stock Compensation Plan, (1) and 11,000 excess options were determined to be void as of the grant date. This amended Form 4 reflects the corrected number of Stock Options granted.

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.