

LAGESON ANGELA D

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 *
LAGESON ANGELA D

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr. Vice President, Secretary

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

X 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 Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or (D) Price		
Common Stock	09/28/2012		D ⁽¹⁾		3,704 ⁽³⁾ <u>(2)</u>	D	
Common Stock - Restricted Stock Units	09/28/2012		D ⁽¹⁾		21,771	D	
Common Stock - ESOP	09/28/2012		D ⁽¹⁾		924.0781 <u>(4)</u>	D	By ESOP

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 Amount of Underlying Security (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 41.12	09/28/2012		D ⁽¹⁾	7,863	03/01/2006 ⁽⁵⁾ 03/01/2015	Common Stock	7,863
Employee Stock Option (right to buy)	\$ 41.17	09/28/2012		D ⁽¹⁾	5,793	03/01/2007 ⁽⁵⁾ 03/01/2016	Common Stock	5,793
Employee Stock Option (right to buy)	\$ 31.56	09/28/2012		D ⁽¹⁾	6,431	03/01/2008 ⁽⁵⁾ 03/01/2017	Common Stock	6,431
Employee Stock Option (right to buy)	\$ 32.4	09/28/2012		D ⁽¹⁾	5,597	03/03/2009 ⁽⁵⁾ 03/03/2018	Common Stock	5,597
Employee Stock Option (right to buy)	\$ 19.13	09/28/2012		D ⁽¹⁾	9,629	03/03/2010 ⁽⁵⁾ 03/03/2019	Common Stock	9,629
Employee Stock Option (right to buy)	\$ 33.38	09/28/2012		D ⁽¹⁾	25,000	03/02/2011 ⁽⁵⁾ 03/02/2020	Common Stock	25,000

