

PENTAIR INC  
Form 4  
October 02, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
Estimated average burden hours per response... 0.5

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 \*  
MONAHAN WILLIAM T

(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  
 Officer (give title below)  Other (specify below)

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 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 (A) or (D) Price			
Common Stock	09/28/2012		D <sup>(1)</sup>	24,972 <sup>(2)</sup> <sup>(3)</sup>	D 0	D	
Common Stock - Restricted Stock Units	09/28/2012		D <sup>(1)</sup>	2,936	D 0	D	
Common Stock - Deferral Plan	09/28/2012		D <sup>(1)</sup>	1,338.284 <sup>(2)</sup> <sup>(4)</sup>	D 0	I	Plan Agent

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 (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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (Deferred Compensation)	<u>(5)</u>	09/28/2012		<u>D</u> <sup>(1)</sup>	10,107.58	<u>(6)</u>	<u>(6)</u>	Common Stock
Phantom Stock Units (Equity Compensation)	<u>(5)</u>	09/28/2012		<u>D</u> <sup>(1)</sup>	7,274.871	<u>(6)</u>	<u>(6)</u>	Common Stock
Nonqualified Stock Option (right to buy)	\$ 26.45	09/28/2012		<u>D</u> <sup>(1)</sup>	10,000	02/25/2005 <sup>(7)</sup>	02/25/2014	Common Stock
Nonqualified Stock Option (right to buy)	\$ 40.42	09/28/2012		<u>D</u> <sup>(1)</sup>	10,000	02/23/2006 <sup>(7)</sup>	02/23/2015	Common Stock
Nonqualified Stock Option (right to buy)	\$ 38.88	09/28/2012		<u>D</u> <sup>(1)</sup>	10,000	02/21/2007 <sup>(7)</sup>	02/21/2016	Common Stock
Nonqualified Stock Option (right to buy)	\$ 32.73	09/28/2012		<u>D</u> <sup>(1)</sup>	10,000	02/26/2008 <sup>(7)</sup>	02/26/2017	Common Stock
Nonqualified Stock Option (right to buy)	\$ 34.18	09/28/2012		<u>D</u> <sup>(1)</sup>	10,000	01/02/2009 <sup>(7)</sup>	01/02/2018	Common Stock
Nonqualified Stock Option (right to buy)	\$ 24.78	09/28/2012		<u>D</u> <sup>(1)</sup>	17,200	01/02/2010 <sup>(7)</sup>	01/02/2019	Common Stock
Nonqualified Stock Option (right to buy)	\$ 33.38	09/28/2012		<u>D</u> <sup>(1)</sup>	6,140	01/04/2011 <sup>(7)</sup>	01/04/2020	Common Stock
Nonqualified Stock Option (right to buy)	\$ 36.98	09/28/2012		<u>D</u> <sup>(1)</sup>	4,242	01/03/2012 <sup>(7)</sup>	01/03/2021	Common Stock

