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PENTAIR IN	NC											
Form 4	2004											
December 09											PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287			
Check this box									Expires:	January 31,		
if no longer subject to Section 16. Form 4 or				SECU	JRI	TIES				Estimated a burden hou response	irs per	
Form 5 obligatior may conti <i>See</i> Instru 1(b).	inue. Section 17(a		olic Util	ity Ho	oldi	ng Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40	'n		
(Print or Type R	Responses)											
1. Name and Address of Reporting Person <u>*</u> HOGAN RANDALL J			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]						5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	iddle) 3.	3. Date of Earliest Transaction						(Check all applicable)			
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 12/08/2004						X Director 10% Owner X Officer (give title Other (specify below) below) Chairman, CEO			
			4. If Amendment, Date Original Filed(Month/Day/Year)						 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
GOLDEN VALLEY, N	/IN 55416-1259								Person	More than One R	eporting	
(City)	(State) (2	Zip)	Table 1	I - Non	-De	rivative S	Securi	ties Aco	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution E any (Month/Day	Date, if /Year)	Code (Instr.)	8)	4. Securi nAcquirec Disposec (Instr. 3, Amount	l (A) of l of (D 4 and (A) or)	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)	
Common Stock									332,325	D		
Common Stock									16,000	I	By Spouse Trust	
Common Stock	12/08/2004			G	V	2,500	D	\$0	119,572	I	By Trust	

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

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(9-02)

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displays a currently valid OMB control number.

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. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	3	ate	7. Title Amoun Underl Securit (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
r g	Director	10% Owner	Officer	Other				
HOGAN RANDALL J 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1259	Х		Chairman, CEO					
Signatures								
Louis L. Ainsworth, Attorney-In-Fact	12/09	/2004						
**Signature of Reporting Person	Da	te						
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).

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.