DURANT KAREN A

Form 4

December 15, 2004

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

OMB Number:

3235-0287

0.5

Check this box if no longer subject to

Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

OMB APPROVAL

Estimated average burden hours per

response...

Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * **DURANT KAREN A**

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

PENTAIR INC [PNR]

3. Date of Earliest Transaction

(Check all applicable)

(First) 5500 WAYZATA BLVD., SUITE

(Street)

(State)

(Month/Day/Year)

(Middle)

(Zin)

Symbol

Director 10% Owner X_ Officer (give title _Other (specify below)

12/13/2004

Vice President, Controller

800

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person

Form filed by More than One Reporting

Person

GOLDEN

(City)

VALLEY, MN 55416-1259

(City)	(State) (Zip)	Table I -	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner								
1 Title of	2 Transaction Date 2A Deemed	1 3	4 Securities Acquired (A)	5 Amount of	6	7 Nature					

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Ac	quired (A)	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactionor Disposed of (D)				Securities	Ownership	Indirect
(Instr. 3)		any	Code (Instr. 3, 4 and 5)				Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)	str. 8)			Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			C-J- V	A	or	D	(Instr. 3 and 4)		
~			Code V	Amount	(D)	Price			
Common						\$			
C41-	12/12/2004		A (1) X7	22 656	٨	41 2004	2 000 021	D	

Stock -12/13/2004 $A_{(1)}^{(1)}$ V 22.656 A 41.3804 2,889.831 D **ESPP** (2)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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)

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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. onNumber of Derivative Securities Acquired (A) or Disposed of (D)		ate	7. Title a Amount of Underlying Securities (Instr. 3 a	of ng s	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
				Code V	(Instr. 3, 4, and 5) (A) (D)	Date Exercisable	Expiration Date	or Title Nu of	umber		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

DURANT KAREN A 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1259

Vice President, Controller

Signatures

Louis L. Ainsworth, Attorney-In-Fact

12/15/2004

**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).
- (1) Purchase of shares under the Pentair, Inc. Employee Stock Purchase Plan in exempt transaction pursuant to Rule 16b-3(c).
- Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.

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.

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