Edgar Filing: CATHCART RICHARD J - Form 4

CATHCAR	T RICHARD J									
Form 4										
January 14,										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMI							MMISSION		PROVAL	
	UNITED	STATES			, D.C. 20549	GEUU		OMB Number:	3235-0287	
Check t						Expires:	January 31,			
if no lor subject Section Form 4	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Estimated av	s per				
Form 5		rement to S	Section	16(a) of th	e Securities Excl	hange	Act of $103/$	response 0.5		
obligati	ons Section 17(ding Company A	•				
may coi <i>See</i> Inst	nunue.			•	Company Act o					
1(b).										
(Duint T	Deserves)									
(Print or Type	(Kesponses)									
1. Name and Address of Reporting Person <u>*</u> CATHCART RICHARD J			2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
			PENTAIR INC [PNR]							
(Last) (First) (Middle)		3. Date of Earliest Transaction								
5500 WAYZATA DI VD CUITE			(Month/Day/Year)			-	Director 10% Owner X Officer (give title Other (specify below) below)			
5500 WAYZATA BLVD., SUITE 800			01/12/2005			t				
000								COO Water Te		
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check			
			rneu(mo	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by O			
GOLDEN						Ī	Form filed by Mo Person	ore than One Rep	oorting	
VALLEY,	MN 55416-1259					-				
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative Securitie	es Acqui	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of	2. Transaction Date	Execution Date, if		3. 4. Securities Acquire		red (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)			Transactionor Disposed of (D)			Securities	Ownership	Indirect	
(Instr. 3)		any (Month/Da			(Instr. 3, 4 and 5)		Beneficially Owned	Form: Direct (D)	Beneficial Ownership	
			. ,	,			Following	or Indirect	(Instr. 4)	
					(A)		Reported	(I) (In star 4)		

Common Stock -01/12/2005 **ESPP**

A⁽¹⁾ V 22.687 A 41.3236 5,065.64 (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.

Transaction(s)

(Instr. 3 and 4)

(Instr. 4)

D

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

Code V Amount (D)

or

Price

\$

1. Title of Derivative Security (Instr. 3)	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	tion Date		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CATHCART RICHARD J 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1259			President, COO Water Tech.					
Signatures								
Louis L. Ainsworth, Attorney-In-Fact	01/14/2005							
<u>**</u> Signature of Reporting Person	Da	te						
Explanation of Respor	10001							

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).
- (2) 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.