

PALL CORP

Form 4

June 16, 2015

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
Baratelli Yves

(Last) (First) (Middle)

C/O PALL CORPORATION,, 25  
HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

PALL CORP [PLL]

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

06/12/2015

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 \_\_\_\_ Other (specify  
below) below)

Group VP, Pres. Life Sciences

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 06/12/2015                              |   | M                                    | 9,505   | A \$ 64.8  | 42,610.245  | D   |
| Common<br>Stock                       | 06/12/2015                              |   | S                                    | 9,505   | D \$<br>(1) 124.641  | 33,105.245  | D   |
| Common<br>Stock                       | 06/12/2015                              |   | M                                    | 4,984   | A \$ 82.47   | 38,089.245  | D   |
| Common<br>Stock                       | 06/12/2015                              |   | S                                    | 4,984   | D \$<br>(2) 124.644  | 33,105.245<br>(3)   | D   |

# Edgar Filing: PALL CORP - Form 4

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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number<br>of Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed of<br>(D)<br>(Instr. 3, 4,<br>and 5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. Amount<br>or<br>Number<br>of<br>Shares |
|---|--|---|---|--------------------------------------|---|--|---|---|
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 64.8  | 06/12/2015                              |   | M                                    | 9,505   | <u>(4)</u> 01/15/2020  | Common<br>Stock   | 9,505                                     |
| Employee<br>Stock<br>Option<br>(Right to<br>Buy)    | \$ 82.47   | 06/12/2015                              |   | M                                    | 4,984   | <u>(6)</u> 12/10/2021  | Common<br>Stock   | 4,984                                     |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                               |       |
|--|---------------|-----------|-------------------------------|-------|
|  | Director      | 10% Owner | Officer                       | Other |
| Baratelli Yves<br>C/O PALL CORPORATION,<br>25 HARBOR PARK DRIVE<br>PORT WASHINGTON, NY 11050 |               |           | Group VP, Pres. Life Sciences |       |

## Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Yves  
Baratelli

06/16/2015

\_\_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) This transaction was executed in multiple trades at prices ranging from \$124.60 - \$124.68. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

(2) This transaction was executed in multiple trades at prices ranging from \$124.62 - \$124.65. The price reported above reflects the weighted average sales price. The reporting person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation, full information regarding the numbers of shares and prices at which the transactions were effected.

(3) In prior filings, the total number of shares held by the reporting person was incorrectly reported due to an administrative error, resulting in under-reporting of the amount of securities beneficially owned by the reporting person as reported in Column 5 of Table I of Form 4. This Form 4 reflects the correct number of shares held.

(4) Date shown is grant date. Options vested ratably over four years commencing on the first anniversary of grant date provided the reporting person satisfied certain service conditions.

(5) Only represents the derivative securities in this class.

(6) Date shown is grant date. Options vest ratably over three years commencing on the first anniversary of the grant date provided the reporting person satisfies certain service conditions.

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.