

PALL CORP  
Form 4  
July 15, 2015

**FORM 4**

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

OMB APPROVAL

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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 \*  
Egholm Michael

(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)  
07/13/2015

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)

President, BioPharmaceuticals

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|--------------------------------------------|
|                                 |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                      |
| Common Stock                    | 07/15/2015                           |                                                    | M                              |                                                                   | 1,595.333                                                                                     | A                                                        | \$ 125.52                                  |
| Common Stock                    | 07/13/2015                           |                                                    | F                              |                                                                   | 662                                                                                           | D                                                        | \$ 125.52                                  |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 1,595.997                                  |
|                                 |                                      |                                                    |                                |                                                                   |                                                                                               |                                                          | 933.997                                    |

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

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**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 Amount of Underlying Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Restricted Stock Units                     | (1)                                                    | 07/15/2015                           |                                                    | M                              | 1,595.333                                                                               | 07/13/2011(2) 07/13/2015                                 | Common Stock                                                |

## Reporting Owners

| Reporting Owner Name / Address                                                               | Relationships |           |                               |       |
|----------------------------------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                                              | Director      | 10% Owner | Officer                       | Other |
| Egholm Michael<br>C/O PALL CORPORATION,<br>25 HARBOR PARK DRIVE<br>PORT WASHINGTON, NY 11050 |               |           | President, BioPharmaceuticals |       |

## Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Michael Egholm  
07/15/2015

\_\_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) The Units vested and converted into shares of Common Stock of the Issuer on a one-for-one basis on July 13, 2015, provided the Reporting Person satisfied certain service conditions.
- (2) Date shown is date of grant. These restricted stock units vested on the fourth anniversary of the grant date provided the reporting person satisfied 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.