

PALL CORP

Form 4

August 31, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Behnia Roya

(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)

08/31/2015

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)

SVP, Gen. Counsel & Corp. Sec.

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 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 Beneficial Ownership (Instr. 4)
Common Stock	08/31/2015		D	3,469.39	D 127.2 0	D	
					(1)		
Common Stock	08/31/2015		D	10,950.475	D 2 0	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 53.75	08/31/2015		D	13,089	<u>(3)</u> 06/20/2019	Common Stock 13,089
Employee Stock Option (Right to Buy)	\$ 64.8	08/31/2015		D	12,222	<u>(4)</u> 01/16/2020	Common Stock 12,222
Employee Stock Option (Right to Buy)	\$ 82.47	08/31/2015		D	8,972	<u>(5)</u> 12/11/2020	Common Stock 8,972
Employee Stock Option (Right to Buy)	\$ 94.53	08/31/2015		D	8,921	<u>(6)</u> 12/10/2021	Common Stock 8,921

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Behnia Roya C/O PALL CORPORATION, 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	SVP, Gen. Counsel & Corp. Sec.

Signatures

/s/ Adam Mandelbaum, Attorney-in-fact for Roya Behnia

08/31/2015

**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) Pursuant to the Agreement and Plan of Merger, dated May 12, 2015 (the "Merger Agreement"), among Pall Corporation ("Pall"), Danaher Corporation ("Danaher") and Pentagon Merger Sub, Inc., an indirect wholly owned subsidiary of Danaher ("Merger Sub"), as of the effective time of the merger of Pall and Merger Sub, these restricted stock units ("RSUs") were converted into the right to receive a cash payment equal to the per share merger consideration of \$127.20.

(2) These RSUs were converted, pursuant to the Merger Agreement, into RSUs of Danaher common stock in an amount determined by multiplying the number of unvested RSUs of Pall immediately prior to the effective time of the merger by the Equity Award Exchange Ratio of [?], calculated by dividing the per share merger consideration of \$127.20 by the average of the closing prices of the shares of Danaher common stock on the New York Stock Exchange for the ten (10) trading days immediately preceding the closing date.

(3) This option grant, which vested ratably over four years commencing on June 20, 2013, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$961,387.00 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20

(4) This option grant, which provides for vesting in four equal installments commencing on January 16, 2014, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$762,652.80 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20.

(5) This option grant, which provides for vesting in three equal installments commencing on December 11, 2014, was canceled pursuant to the Merger Agreement in exchange for a cash payment of 401,317.56 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20.

(6) This option grant, which vests equally annually over three years commencing on December 10, 2015, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$291,449.07 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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