

KRASNOFF ERIC

Form 4

December 01, 2009

**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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KRASNOFF ERIC

(Last) (First) (Middle)

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)  
11/30/2009

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)

Chairman &amp; CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	11/30/2009		S <sup>(1)</sup>		100	D \$ 31.31	62,031.794 (2) (3)	D	
Common Stock	11/30/2009		S <sup>(1)</sup>		200	D \$ 31.32	61,831.794 (2) (3)	D	
Common Stock	11/30/2009		S <sup>(1)</sup>		100	D \$ 31.33	61,731.794 (2) (3)	D	
Common Stock	11/30/2009		S <sup>(1)</sup>		100	D \$ 31.35	61,631.794 (2) (3)	D	
Common Stock	11/30/2009		S <sup>(1)</sup>		100	D \$ 31.36	61,531.794 (2) (3)	D	

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Common Stock	11/30/2009	<u>S</u> (1)	200	D	\$ 31.36	61,331.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	300	D	\$ 31.37	61,031.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.37	60,931.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.38	60,831.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	300	D	\$ 31.39	60,531.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.4	60,431.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	200	D	\$ 31.4	60,231.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.41	60,131.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	300	D	\$ 31.42	59,831.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	400	D	\$ 31.43	59,431.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.44	59,331.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	197	D	\$ 31.44	59,134.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	700	D	\$ 31.46	58,434.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	200	D	\$ 31.48	58,234.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.5	58,134.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	3	D	\$ 31.54	58,131.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.56	58,031.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.59	57,931.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.6	57,831.794 (2) (3)	D
Common Stock	11/30/2009	<u>S</u> (1)	100	D	\$ 31.63	57,731.794 (2) (3)	D
	11/30/2009	<u>S</u> (1)	100	D			D

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Common Stock					\$ 57,631.794	
					31.68 (2) (3)	
Common Stock	11/30/2009	S <sup>(1)</sup>	100	D	\$ 57,531.794	D
					31.74 (2) (3)	
Common Stock	11/30/2009	S <sup>(1)</sup>	300	D	\$ 57,231.794	D
					31.79 (2) (3)	
Common Stock	11/30/2009	S <sup>(1)</sup>	100	D	\$ 57,131.794	D
					31.8 (2) (3)	

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

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(9-02)

**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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRASNOFF ERIC 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	X Chairman & CEO

## Signatures

/s/ Sandra Marino as Attorney-in-Fact for Eric Krasnoff 12/01/2009

\_\_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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and stepdaughter. Mr. Krasnoff disclaims beneficial ownership of these shares.
- (3) Does not include 1,436 shares held indirectly by spouse.

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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