

GRISE CHERYL W

Form 4

December 26, 2012

**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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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
GRISE CHERYL W

(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)  
12/21/2012

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)

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	12/21/2012		M		3,000	A	\$ 39.07 4,000
Common Stock	12/21/2012		S		3,000	D	\$ 60.27 1,000
Common Stock	12/21/2012		M		3,000	A	\$ 39.3 4,000
Common Stock	12/21/2012		S		3,000	D	\$ 60.212 1,000

(1)

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 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. P Der Sec (Ins
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Director Stock Option (Right to Buy)	\$ 39.07	12/21/2012		M	750	01/07/2009	01/07/2015	Common Stock	750	
Director Stock Option (Right to Buy)	\$ 39.07	12/21/2012		M	750	01/07/2010	01/07/2015	Common Stock	750	
Director Stock Option (Right to Buy)	\$ 39.07	12/21/2012		M	750	01/07/2011	01/07/2015	Common Stock	750	
Director Stock Option (Right to Buy)	\$ 39.07	12/21/2012		M	750	01/07/2012	01/07/2015	Common Stock	750	
Director Stock Option (Right to Buy)	\$ 39.3	12/21/2012		M	750	05/28/2009	05/28/2015	Common Stock	750	
Director Stock	\$ 39.3	12/21/2012		M	750	05/28/2010	05/28/2015	Common Stock	750	

Option  
(Right to  
Buy)

Director  
Stock

Option (Right to Buy)	\$ 39.3	12/21/2012	M	750	05/28/2011	05/28/2015	Common Stock	750
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Director  
Stock

Option (Right to Buy)	\$ 39.3	12/21/2012	M	750	05/28/2012	05/28/2015	Common Stock	750
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

GRISE CHERYL W  
25 HARBOR PARK DRIVE  
PORT WASHINGTON, NY 11050

X

## Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Cheryl W.  
Grise

12/26/2012

\_\_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).

This transaction was executed in multiple trades at prices ranging from \$60.20 - \$60.24. The price reported above reflects the weighted  
(1) 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.

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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