

PENTAIR LTD  
Form 4/A  
January 08, 2014

**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  
Number: 3235-0287  
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2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HAGGERTY CHARLES A**

(Last) (First) (Middle)

**5500 WAYZATA BLVD., SUITE  
800**

(Street)

**GOLDEN VALLEY, MN 55416**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**PENTAIR LTD [PNR]**

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

**01/02/2014**

4. If Amendment, Date Original  
Filed(Month/Day/Year)  
**01/06/2014**

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 Shares - Restricted Stock Units	01/02/2014		F <sup>(1)</sup>		257	D \$ 76.87	0 <sup>(2)</sup> <sup>(1)</sup> D
Common Shares - Restricted Stock Units	01/02/2014		A <sup>(3)</sup>		676	A \$ 0	676 <sup>(1)</sup> D
Common Shares	01/03/2014		M		2,259	A \$ 39.01	21,228 <sup>(2)</sup> <sup>(1)</sup> D

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repor 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

HAGGERTY CHARLES A  
5500 WAYZATA BLVD., SUITE 800 X  
GOLDEN VALLEY, MN 55416

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for Charles A.  
Haggerty

01/08/2014

\_\_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).

The Form 4 filed on January 6, 2014 reflected the vesting of 1,027 restricted stock units that were previously reported. This amended

- (1) Form 4 is being filed to reflect the vesting of 770 restricted stock units that were previously reported and the surrender of 257 vesting restricted stock units to pay taxes applicable to the vesting of the restricted stock units.
- (2) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.
- (3) Restricted stock units granted pursuant to and subject to a vesting condition of the Pentair Ltd. 2012 Stock and Incentive Plan. Each restricted stock unit represents a right to receive one share of Pentair Ltd. common shares upon vesting.

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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