PALL CORP Form 4 January 14, 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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

obligations may continue. See Instruction

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

1(b).

(Last)

(City)

(Print or Type Responses)

1. Name and Address of Reporting Person * Alving Amy E

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PALL CORP [PLL]

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

2005

0.5

OMB

Number:

Expires:

response...

Estimated average

burden hours per

C/O PALL CORPORATION,, 25

(Street)

(First)

(Month/Day/Year) 01/10/2014

(Middle)

(Zip)

X_ Director 10% Owner Officer (give title Other (specify

HARBOR PARK DRIVE

4. If Amendment, Date Original

3. Date of Earliest Transaction

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

below)

PORT WASHINGTON, NY 11050

(State)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) or 7. Nature of 5. Amount of TransactionDisposed of (D) Ownership Security (Month/Day/Year) Execution Date, if Securities Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (I) (A) Transaction(s) (Instr. 4) or (Instr. 3 and 4) Code V (D) Amount Price Common D

Stock

01/10/2014

M 1,541.453

84.336

5,094.16

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Ni	imber of	6. Date Exercis	sable and	7. Title and A	Amount
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	ctionDerivative		Expiration Date		Underlying Securities	
Security	or Exercise		any	Code	Secu	rities	(Month/Day/Y	ear)	(Instr. 3 and	4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acqu	iired (A) or				
	Derivative				Disposed of (D)					
	Security				(Inst	r. 3, 4, and 5)				
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares
Annual Award Units	<u>(1)</u>	01/10/2014		A		1,541.453	01/10/2014	01/10/2014	Common Stock	1,541

Reporting Owners

Reporting Owner Name / Address	Relationships						
Reporting Owner Funder Frances	Director	10% Owner	Officer	Other			
Alving Amy E C/O PALL CORPORATION, 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	X						

Signatures

/s/ Cathleen Colvin as Attorney-in-Fact for Amy E.
Alving
01/14/2014

**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).
- (1) The Units were fully vested and converted into shares of common stock of the Issuer on a one-for-one basis on the Transaction Date.

 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.

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