Edgar Filing: JONES DAVID A /WI - Form 4

JONES DAVI	D A /WI											
Form 4												
December 14,	2010											
FORM	4	~	an an			~~~			PPROVAL			
	UNITED	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549										
Check this if no longer subject to Section 16. Form 4 or	STATEN	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES										
Form 5 obligations may contine <i>See</i> Instruct 1(b).	ue. Section 17(response 0 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										
(Print or Type Res	sponses)											
1. Name and Address of Reporting Person <u></u> JONES DAVID A /WI			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer					
			PENTA	AIR INC [[PNR]		(Check all applicable)					
(Last)	(First) (. ,										
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 12/13/2010				X_ Director 10% Owner Officer (give title Other (specify below) below)					
			4. If Amendment, Date Original Filed(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
GOLDEN VA	LLEY, MN 55	5416					Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution I any (Month/Da		Date, if	Date, if TransactionAcquired (A) or Code Disposed of (D)			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	(D) Price	(Instr. 5 and 4)					
Reminder: Report	t on a separate line	e for each cl	ass of sec	urities bene	•	•						
					inforr requi	nation cont red to resp	spond to the colle ained in this forr ond unless the fo ntly valid OMB co	n are not orm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units (Deferred Compensation)	\$ 1 <u>(1)</u>	12/13/2010		A <u>(2)</u>		252.161		(3)	<u>(3)</u>	Common Stock	252.

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
JONES DAVID A /WI 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416	Х							
Signatures								
s/ Angela D. Lageson, Attorney-in-Fact	12/14/2010							
**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) Phantom stock units convert into common stock on a one-for-one basis.
- (2) Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person has no current dispositive or voting power.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- (4) Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.

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.