PALL CORP Form 4 June 16, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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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).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CARROLL DANIEL J JR | | | 2. Issuer Name and Ticker or Trading Symbol PALL CORP [PLL] | 5. Relationship of Reporting Person(s) to Issuer | | |
|---|--------------------|----------|---|--|--|--|
| (Last) PALL CORPORORTHERN B | | (Middle) | 3. Date of Earliest Transaction (Month/Day/Year) 06/14/2005 | (Check all applicable) _X_ Director 10% Owner Officer (give title below) Other (specify below) | | |
| EAST HILLS, I | (Street) NY 11548- | 1289 | 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 Form filed by More than One Reporting Person | | |

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 6. 7. Nature of (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Ownership Indirect Security Securities (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 Amount (D) Price Common 06/14/2005 M 10,000 16,000 D A Stock 21.2813 Common 06/14/2005 S 9,300 D \$ 29.09 6,700 D Stock Common 06/14/2005 S 500 D \$ 29.16 6,200 D Stock Common 06/14/2005 S 100 \$ 29.17 6,100 D D Stock Common 06/14/2005 S 100 D \$ 29.18 6,000 D Stock

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

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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. Transactic Code (Instr. 8) | Secur Acqu (A) o Dispo (D) | rities nired or osed of r. 3, 4, | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8 I S (|
|---|---|---|---|--|--|--|--|--------------------|---|--|------------------|
| | | | | Code V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | |
| Director Stock Option (Right to Buy) | \$ 21.2813 | 06/14/2005 | | M | | 3,333 | 11/15/2001 | 11/15/2005 | Common Stock | 3,333 | |
| Director Stock Option (Right to Buy) | \$ 21.2813 | 06/14/2005 | | M | | 3,334 | 11/15/2002 | 11/15/2005 | Common Stock | 3,334 | |
| Director Stock Option (Right to Buy) | \$ 21.2813 | 06/14/2005 | | M | | 3,333 | 11/15/2003 | 11/15/2005 | Common Stock | 3,333 | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|--|
| 1 8 | Director | 10% Owner | Officer | Other | |
| CARROLL DANIEL J JR PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289 | X | | | | |

Reporting Owners 2

Signatures

Mary Ann Bartlett as Attorney-in-Fact for Daniel J. Carroll, Jr.

06/16/2005

**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).

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.

Signatures 3