

PALL CORP
Form 3
November 21, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â GRECO STEVEN A		(Month/Day/Year)	PALL CORP [PLL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
		11/15/2006		
PALL CORPORATION,Â 2200 NORTHERN BLVD.			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
EAST HILLS,Â NYÂ 11548			<input type="checkbox"/> Officer	<input checked="" type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Group Financial Officer	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	6,351	D	Â

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title		

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Rights To Buy)	10/03/2006	10/02/2012	Common Stock	1,925	\$ 16.13	D	Â
Employee Stock Options (Rights To Buy)	07/27/2006	07/27/2012	Common Stock	400	\$ 30.83	D	Â
Employee Stock Options (Rights To Buy)	07/27/2007	07/27/2012	Common Stock	400	\$ 30.83	D	Â
Employee Stock Options (Rights To Buy)	07/27/2008	07/27/2012	Common Stock	400	\$ 30.83	D	Â
Employee Stock Options (Rights To Buy)	07/27/2009	07/27/2012	Common Stock	400	\$ 30.83	D	Â
Employee Stock Options (Rights To Buy)	07/27/2007	07/27/2013	Common Stock	600	\$ 25.85	D	Â
Employee Stock Options (Rights To Buy)	07/27/2008	07/27/2013	Common Stock	600	\$ 25.85	D	Â
Employee Stock Options (Rights To Buy)	07/27/2009	07/27/2013	Common Stock	600	\$ 25.85	D	Â
Employee Stock Options (Rights To Buy)	07/27/2010	07/27/2013	Common Stock	600	\$ 25.85	D	Â
Restricted Stock Units	07/27/2009	07/27/2009	Common Stock	1,145.74 <u>(1)</u>	\$ <u>(3)</u>	D	Â
Restricted Stock Units	07/27/2010	07/27/2010	Common Stock	1,606.46 <u>(2)</u>	\$ <u>(3)</u>	D	Â
Base Salary Units	01/31/2004 ⁽⁴⁾	09/03/2007	Common Stock	474.97 ⁽⁵⁾	\$ 0 ⁽⁶⁾	D	Â
Base Salary Units	07/31/2004 ⁽⁴⁾	08/01/2007	Common Stock	478.19 ⁽⁷⁾	\$ 0 ⁽⁶⁾	D	Â
Base Salary Units	07/31/2005 ⁽⁴⁾	08/01/2008	Common Stock	632.98 ⁽⁸⁾	\$ 0 ⁽⁶⁾	D	Â
Bonus Units	09/12/2005 ⁽⁴⁾	01/02/2008	Common Stock	1,148.16 <u>(9)</u>	\$ 0 ⁽⁶⁾	D	Â
Bonus Units	09/11/2007 ⁽¹⁰⁾	09/11/2007 ⁽¹⁰⁾			\$ 0 ⁽¹²⁾	D	Â

			Common Stock				
			3,979.39 (11)				
Base Salary Units	01/31/2008 ⁽¹⁰⁾	01/31/2008 ⁽¹⁰⁾	Common Stock	470.94 (13)	\$ 0 ⁽¹²⁾	D	Â
Base Salary Units	07/31/2008 ⁽¹⁰⁾	07/31/2008 ⁽¹⁰⁾	Common Stock	521.08 (14)	\$ 0 ⁽¹²⁾	D	Â
Base Salary Units	01/31/2009 ⁽¹⁰⁾	01/31/2009 ⁽¹⁰⁾	Common Stock	411.45 (15)	\$ 0 ⁽¹²⁾	D	Â
Cash Payment Units	01/31/2009 ⁽¹⁰⁾	01/31/2009 ⁽¹⁰⁾	Common Stock	1,904.88 (16)	\$ 0 ⁽¹²⁾	D	Â
Base Salary Units	07/31/2009 ⁽¹⁰⁾	07/31/2009 ⁽¹⁰⁾	Common Stock	418.81 (17)	\$ 0 ⁽¹²⁾	D	Â
Bonus Units	09/30/2009 ⁽¹⁰⁾	09/30/2009 ⁽¹⁰⁾	Common Stock	1,743.2 (18)	\$ 0 ⁽¹²⁾	D	Â
Base Salary Units	01/31/2010 ⁽¹⁰⁾	01/31/2010 ⁽¹⁰⁾	Common Stock	547.8 ⁽¹⁹⁾	\$ 0 ⁽¹²⁾	D	Â
Base Salary Units	07/31/2010 ⁽¹⁰⁾	07/31/2010 ⁽¹⁰⁾	Common Stock	646.78 (20)	\$ 0 ⁽¹²⁾	D	Â
Bonus Units	09/29/2010 ⁽¹⁰⁾	09/29/2010 ⁽¹⁰⁾	Common Stock	1,627.14	\$ 0 ⁽¹²⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GRECO STEVEN A PALL CORPORATION 2200 NORTHERN BLVD. EAST HILLS, NY 11548	Â	Â	Â	Group Financial Officer

Signatures

Steven A Greco 11/21/2006

Signature of
Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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) This amount includes 20.74 dividend equivalent units.

(2) This amount includes 6.46 dividend equivalent units.

(3) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 2 provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, retirement, or termination of employment without cause, in any of which events the Units may vest in whole or in part.

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- (4) The Date Exercisable (vesting date) is the third anniversary of the allocation date or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.
- (5) This amount includes 48.75 dividend equivalent units.
- (6) The Units will convert into shares of common stock on a 1-for-1 basis.
- (7) This amount includes 43.05 dividend equivalent units.
- (8) This amount includes 41.41 dividend equivalent units.
- (9) This amount includes 69.49 dividend equivalent units.
- (10) The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary date of the allocation date or, if sooner, the date on which the reporting person's employment with the Issuer terminates, or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.
- (11) This amount includes 170.20 dividend equivalent units.
- (12) 1 for 1, subject to adjustments if the reporting person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the units were granted.
- (13) This amount includes 18.51 dividend equivalent units.
- (14) This amount includes 16.77 dividend equivalent units.
- (15) This amount includes 10.41 dividend equivalent units.
- (16) This amount includes 48.22 dividend equivalent units.
- (17) This amount includes 7.58 dividend equivalent units.
- (18) This amount includes 25.62 dividend equivalent units.
- (19) This amount includes 6.14 dividend equivalent units.
- (20) This amount includes 2.6 dividend equivalent units.

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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