

HARRISON DAVID D

Form 4

April 29, 2005

**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  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
HARRISON DAVID D

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE  
800

(Street)

GOLDEN  
VALLEY, MN 55416-1261

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
04/28/2005

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title \_\_\_\_\_ Other (specify  
below) below)

Executive Vice President, CFO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Stock	04/28/2005		M		4,623	A	\$ 18.1485	185,509.717 D
Common Stock	04/28/2005		M		9,778	A	\$ 17.47	195,287.717 D
Common Stock	04/28/2005		M		36,666	A	\$ 22.88	231,953.717 D
Common Stock	04/28/2005		F		37,474	D	\$ 39.99	194,479.717 D
Common Stock	04/28/2005		S		5,000	D	\$ 39.7	189,479.717 D

Edgar Filing: HARRISON DAVID D - Form 4

Common Stock	04/28/2005	S	5,500	D	\$ 39.85	183,979.717	D
Common Stock	04/28/2005	S	300	D	\$ 39.92	183,679.717	D
Common Stock	04/28/2005	S	800	D	\$ 39.93	182,879.717	D
Common Stock	04/28/2005	S	2,700	D	\$ 39.94	180,179.717	D
Common Stock	04/28/2005	S	5,100	D	\$ 40	175,079.717	D
Common Stock	04/28/2005	S	600	D	\$ 40.02	174,479.717	D
Common Stock	04/29/2005	S	93	D	\$ 39.19	174,386.717	D
Common Stock	04/29/2005	S	500	D	\$ 39.22	173,886.717	D
Common Stock	04/29/2005	S	600	D	\$ 39.23	173,286.717	D
Common Stock	04/29/2005	S	3,100	D	\$ 39.24	170,186.717	D
Common Stock	04/29/2005	S	7,400	D	\$ 39.25	162,786.717	D
Common Stock	04/29/2005	S	1,300	D	\$ 39.26	161,486.717	D
Common Stock	04/29/2005	S	200	D	\$ 39.27	161,286.717	D
Common Stock	04/29/2005	S	300	D	\$ 39.28	160,986.717	D
Common Stock	04/29/2005	S	100	D	\$ 39.29	160,886.717	D

Common Stock						201.202	I	By Spouse under UTMA
Common Stock - ESOP						701.0601 <u>(1)</u>	I	By ESOP

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**

SEC 1474  
(9-02)

number.

**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 Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 17.47	04/28/2005		M		9,778		01/02/2004	01/02/2013	Common Stock
Employee Stock Option (right to buy)	\$ 18.1485	04/28/2005		M		4,623		01/02/2003	01/02/2012	Common Stock
Employee Stock Option (right to buy)	\$ 22.88	04/28/2005		M		36,666		01/02/2005	01/02/2014	Common Stock
Employee Stock Option (right to buy)	\$ 39.99	04/28/2005		A <sup>(3)</sup>		2,098		04/28/2005 <sup>(4)</sup>	01/02/2012 <sup>(4)</sup>	Common Stock
Employee Stock Option (right to buy)	\$ 39.99	04/28/2005		A <sup>(3)</sup>		4,271		04/28/2005 <sup>(4)</sup>	01/02/2013 <sup>(4)</sup>	Common Stock
Employee Stock Option (right to buy)	\$ 39.99	04/28/2005		A <sup>(3)</sup>		20,978		04/28/2005 <sup>(4)</sup>	01/02/2014 <sup>(4)</sup>	Common Stock

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON DAVID D 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261			Executive Vice President, CFO	

## Signatures

Louis L. Ainsworth,  
Attorney-In-Fact

04/29/2005

\_\_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).
- (1) End-of-period holdings include ESOP allocation and shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).  
On May 17, 2004, Pentair declared a 2-for-1 stock split in the form of a 100 percent stock dividend payable on June 8, 2004, to
- (2) shareholders of record as of June 1, 2004. This previously reported stock option and exercise price have been adjusted to reflect the stock split.
- (3) Employee reload stock option granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan.
- (4) Reload stock option becomes exercisable upon grant and expires on the same date as the original option grant.

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.