Edgar Filing: PENTAIR INC - Form 4

Form 4 March 15, 2006											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION							OMB A	OMB APPROVAL			
	UNITE	UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instruction 1(b).	STATI Filed p Section 1	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							burden hou response	Estimated average burden hours per response 0.5	
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> GROGAN BARBARA B		2. Issuer Name and Ticker or Trading Symbol				g	5. Relationship of Reporting Person(s) to Issuer				
<i>(</i> -)			PENTAIR INC [PNR]					(Check all applicable)			
(Last) 5500 WAYZAT 800	(First)	(Middle)	3. Date of (Month/Da 03/13/20	-	insaction			X Director Officer (give below)		6 Owner er (specify	
	(Street)		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 VALLEY, MN	55416-126	1						Form filed by M Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	e I - Non-De	erivative S	ecurit	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
		Date 2A. Dee ear) Executio any (Month/	emed	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed	ies (A) or of (D) 4 and (A) or	r)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership	7. Nature of Indirect Beneficial	
Common Stock								9,097	D		

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 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 Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	Execution Date, if TransactionDerivative any Code Securities (Month/Day/Year) (Instr. 8) Acquired (A Disposed of		Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and))		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	03/13/2006		A <u>(2)</u>	282.703	(3)	(3)	Common Stock	282.7

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
GROGAN BARBARA B 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	Х					
Signatures						
Louis L. Ainsworth, Attorney-In-Fact	03/15/2006					
**Signature of Reporting Person	Da	te				

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.
- (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.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

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.