PENTAIR INC Form 4 May 03, 2006

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

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

(Print or Type Responses)

1(b).

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

(Middle) (Last) (First)

5500 WAYZATA BLVD., SUITE

800

(Street)

2. Issuer Name and Ticker or Trading Symbol

PENTAIR INC [PNR]

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

05/01/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

OMB APPROVAL

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner Other (specify _X__ Officer (give title

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

GOLDEN VALLEY, MN 55416-1261

(City)	(State)	(Zip) Tabl	le I - Non-I	Derivative	Secu	rities Acq	uired, Disposed o	f, or Beneficial	ly 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 ransaction(A) or Disposed of (D) ode (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	05/01/2006		S	100	D	\$ 37.87	169,933.717	D	
Common Stock	05/01/2006		S	300	D	\$ 37.88	169,633.717	D	
Common Stock	05/01/2006		S	300	D	\$ 37.9	169,333.717	D	
Common Stock	05/01/2006		S	600	D	\$ 37.91	168,733.717	D	
Common Stock	05/01/2006		S	1,000	D	\$ 37.97	167,733.717	D	

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Common Stock	05/01/2006	S	1,000	D	\$ 37.99	166,733.717	D	
Common Stock	05/01/2006	S	6,700	D	\$ 38	160,033.717	D	
Common Stock	05/01/2006	S	1,500	D	\$ 38.01	158,533.717	D	
Common Stock	05/01/2006	S	400	D	\$ 38.02	158,133.717	D	
Common Stock	05/01/2006	S	1,100	D	\$ 38.03	157,033.717	D	
Common Stock	05/01/2006	S	1,500	D	\$ 38.04	155,533.717	D	
Common Stock	05/01/2006	S	1,500	D	\$ 38.05	154,033.717	D	
Common Stock	05/01/2006	S	500	D	\$ 38.06	153,533.717	D	
Common Stock	05/01/2006	S	500	D	\$ 38.07	153,033.717	D	
Common Stock	05/01/2006	S	3,000	D	\$ 38.15	150,033.717	D	
Common Stock - ESPP						188.353	D	
Common Stock - ESOP						788.9696	I	By ESOP
Common Stock						203.964	I	By Spouse under UTMA

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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secu
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	e	Securities	(Instr. 5)	Bene
	Derivative				Securities	3	(Instr. 3 and 4)		Own
	Security				Acquired				Follo

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(A) or Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Expiration Title Amount Exercisable Date or

Number of Shares

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 05/03/2006

**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.

Reporting Owners 3

Repo Trans (Inst