### Edgar Filing: PENTAIR INC - Form 4

PENTAIR I Form 4 May 10, 200										
FORM	ЛЛ	) STATES					NGE (	COMMISSION	OMB	PPROVAL 3235-0287
Check th if no lon subject t Section Form 4 of Form 5 obligation may con <i>See</i> Instr 1(b).	ger o 16. or <sup>nns</sup> tinue. Section 17	Washington, D.C. 20549 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							Number: Expires: Estimated burden hou response	urs per
(Print or Type	Responses)									
1. Name and Address of Reporting Person _2. IsCATHCART RICHARD JSymbol				r Name <b>and</b>	l Ticker of	Tradi	ng	5. Relationship of Reporting Person(s) to Issuer		
				AIR INC [				(Check all applicable)		
(Last) 5500 WAY 800	(First) ZATA BLVD.,	(Middle)		f Earliest T Day/Year) 007	ransaction			_X_ Director _X_ Officer (giv below) V		% Owner ler (specify
	(Street)			endment, Da nth/Day/Yea	-	al		6. Individual or J Applicable Line)	oint/Group Fili	ng(Check
GOLDEN VALLEY,	MN 55416-1261	l						_X_ Form filed by Form filed by I Person	One Reporting P More than One R	
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative	Secur	ities Acc	uired, Disposed o	f, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	ned n Date, if Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or D (Instr. 3,	ispose	d of (D)	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)
Common Stock	05/09/2007			Code V S	Amount 200		Price \$ 34.03	(Instr. 3 and 4) 144,297	D	

S

S

S

S

500

4,800 D

7,900 D

9,893 D

\$ 34.04

\$ 34.05

34.06

\$ 34.07

\$

143,797

138,997

131,097

121,204

D

D

D

D

D

Common

Common

Common

Common

Stock

Stock

Stock

Stock

05/09/2007

05/09/2007

05/09/2007

05/09/2007

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Common Stock	05/09/2007	S	800	D	\$ 34.08	120,404	D	
Common Stock	05/09/2007	S	300	D	\$ 34.09	120,104	D	
Common Stock	05/09/2007	S	8,200	D	\$ 34.1	111,904	D	
Common Stock - ESPP						5,970.212 <u>(1)</u>	D	
Common Stock						1,538.859	Ι	As Custodian Under UTMA
Common Stock - ESOP						3,975.7138	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 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)	Code	5. 6. Date Exercisable and iorNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		Date	7. Titl Amou Under Securi (Instr.	unt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
Repo	rting C	)wners		Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Relationships									
Director	10% Owner	Officer	Other						
Х		Vice Chairman							

**Reporting Owner Name / Address** 

CATHCART RICHARD J 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261

## Signatures

Louis L. Ainsworth, Attorney-In-Fact

05/10/2007

Date

\*\*Signature of Reporting Person

## **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 monthly purchase(s), since the reporting person's last filed Form, under the Pentair, Inc. Employee Stock Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c).

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.