PENTAIR INC Form 4 February 27, 2008

FORM 4

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

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * **HOGAN RANDALL J**

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

(Last)

(Middle)

PENTAIR INC [PNR]

(Check all applicable)

5500 WAYZATA BLVD., SUITE

(Street)

(First)

800

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

02/25/2008

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

below) Chairman, CEO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GOLDEN

VALLEY, MN 55416-1261

(City)	(State)	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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)	(msu. 4)		
Common Stock	02/25/2008		G	V	912	D	\$0	195,897	D		
Common Stock	02/25/2008		F(1)		679	D	\$ 34.11	195,218	D		
Common Stock								1,452	I	As Custodian Under UTMA	
Common Stock								1,452	I	By Daughter	

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Common Stock - ESOP						1,083.96 (2)	I	By ESOP
Common Stock						14,548	I	By Spouse Trust
Common Stock	02/25/2008	G	V 912	A	\$ 0	352,927	I	By Trust

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.

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(9-02)

9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr

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. Transac Code (Instr. 8	1	vative crities aired or osed D) r. 3,	6. Date Exerc Expiration Day/ (Month/Day/	ate	Secur	ant of rlying	8. Price of Derivative Security (Instr. 5)
				Code	V (A)		Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

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Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships							
reporting owner runte, runtens	Director	10% Owner	Officer	Other				
HOGAN RANDALL J 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	X		Chairman, CEO					
Signatures								
Louis L. Ainsworth, Attorney-In-Fact	02/27	/2008						

Date

Reporting Owners 2

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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) Shares surrendered to pay taxes applicable to vesting of restricted stock.
- (2) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(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.