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PENTAIR INC Form 4											
October 15, 200	8										
FORM 4	1	~ ~ ~ ~ ~ ~ ~	~~~~			~~~	~~~~~~~~~~		PPROVAL		
	UNITED	STATES		RITIES A shington			COMMISSION	OMB Number:	3235-0287		
Check this be if no longer subject to Section 16. Form 4 or Form 5 obligations may continue <i>See</i> Instruction 1(b).	burden hou	Expires: January 31 2005 Estimated average burden hours per response 0.5									
(Print or Type Resp	onses)										
1. Name and Address of Reporting Person <u>*</u> HAGGERTY CHARLES A			Symbol	er Name an AIR INC		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (1	Middle)	3. Date of Earliest Transaction (Month/Day/Year) 10/13/2008				(ene	ek un uppheuok	()		
5500 WAYZA 800	ΓΑ BLVD., S	UITE					X_ Director 10% Owner Officer (give title Other (specify below) below)				
(Street) 4. If Amendment, Date Original Filed(Month/Day/Year) GOLDEN VALLEY, MN 55416-1261					1	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
		(7.)									
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed of	of, or Beneficia	lly Owned		
	ransaction Date nth/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8) Code V		(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Reminder: Report of	on a separate line	e for each cla	ass of sec	urities bene	ficially own	ned directly of	or indirectly.				
Kenninger, Keport (n a separate filte				Perso inform requir	ns who rest nation cont ed to respo ys a curre	spond to the collect ained in this form ond unless the for ntly valid OMB col	are not m	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. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	10/13/2008		A <u>(2)</u>		174.153		(3)	(3)	Common Stock	174.1

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 9	Director	10% Owner	Officer	Other			
HAGGERTY CHARLES A 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	Х						
Signatures							
Louis L. Ainsworth, Attorney-In-Fact	10/15	/2008					

**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).

Date

- (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.