

PALL CORP  
Form 4/A  
August 05, 2008

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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. Name and Address of Reporting Person \*  
**PEREZ ROBERTO**

(Last) (First) (Middle)  
**PALL CORPORATION, 2200  
NORTHERN BLVD**  
  
(Street)

**EAST HILLS, NY 11548**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**PALL CORP [PLL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
**07/31/2008**

4. If Amendment, Date Original Filed(Month/Day/Year)  
**08/04/2008**

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
**President, Life Sciences**

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D) Price			
Common Stock	07/31/2008		M	3,097 A \$ 0	5,582	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.**

SEC 1474 (9-02)

**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)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount Number Shares	
Base Salary Units	\$ 0 <sup>(1)</sup>	07/31/2008		M	3,097	07/31/2008 07/31/2008	Common Stock	3,097	
Base Salary Units	\$ 0 <sup>(1)</sup>	07/31/2008		F	1,517.58	07/31/2008 07/31/2008	Common Stock	1,517.58	
Base Salary Units	\$ 0 <sup>(1)</sup>	07/31/2008		D	0.15	07/31/2008 07/31/2008	Common Stock	0.15	

**Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ ROBERTO PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548			President, Life Sciences	

**Signatures**

Jeff Molin, as Attorney-in-Fact for Roberto Perez 08/04/2008

<sup>\*\*</sup>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).
  - (1) The Units will convert into shares of common stock on a 1-for-1 basis.
- 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.