

KRASNOFF ERIC

Form 4

February 22, 2010

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
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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
KRASNOFF ERIC

(Last) (First) (Middle)

25 HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/18/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☐ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)

Chairman & CEO

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)
			Code	V	Amount	(A) or (D) Price			
Common Stock	02/16/2010		S ⁽¹⁾		200	D \$ 35.94	54,697.488 (2) (3)	D	
Common Stock	02/18/2010		S ⁽¹⁾		100	D \$ 35.96	54,597.488 (2) (3)	D	
Common Stock	02/18/2010		S ⁽¹⁾		100	D \$ 35.98	54,497.488 (2) (3)	D	
Common Stock	02/18/2010		S ⁽¹⁾		800	D \$ 36	53,697.488 (2) (3)	D	
Common Stock	02/18/2010		S ⁽¹⁾		100	D \$ 36.07	53,597.488 (2) (3)	D	

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Common Stock	02/18/2010	<u>S</u> (1)	400	D	\$ 36.12	53,197.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.15	53,097.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	200	D	\$ 36.16	52,897.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.18	52,797.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	9	D	\$ 36.19	52,788.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.24	52,688.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.27	52,588.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.37	52,488.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	200	D	\$ 36.38	52,288.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.39	52,188.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	107	D	\$ 36.4	52,081.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	500	D	\$ 36.41	51,581.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	300	D	\$ 36.42	51,281.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.43	51,181.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.44	51,081.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.45	50,981.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	100	D	\$ 36.47	50,881.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	600	D	\$ 36.57	50,281.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	200	D	\$ 36.58	50,081.488 (2) (3)	D
Common Stock	02/18/2010	<u>S</u> (1)	184	D	\$ 36.59	49,897.488 (2) (3)	D

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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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. 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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
KRASNOFF ERIC 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	X Chairman & CEO

Signatures

/s/ Sandra Marino as Attorney-in-Fact for Eric Krasnoff 02/22/2010

__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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and stepdaughter. Mr. Krasnoff disclaims beneficial ownership of these shares.
- (3) Does not include 1,436 shares held indirectly by spouse.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.
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