

JONES DAVID A /WI
Form 4
October 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
JONES DAVID A /WI

2. Issuer Name and Ticker or Trading Symbol
PENTAIR INC [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2012

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

(Street)
GOLDEN VALLEY, MN 55416

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

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

(City) (State) (Zip)

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 Shares	09/28/2012		A ⁽¹⁾		8,736	A	Ⓛ 8,736 ⁽²⁾	D
Common Shares - Deferral Plan	09/28/2012		A ⁽¹⁾		1,338.284	A	Ⓛ 1,338.284 ⁽³⁾	I

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

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SEC 1474 (9-02)

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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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Phantom Stock Units (Deferred Compensation)	(4)	09/28/2012		A ⁽¹⁾	29,831.136	(5) (5)	Common Shares
Nonqualified Stock Option (right to buy)	\$ 20.21	09/28/2012		A ⁽¹⁾	10,000	(6) 09/11/2013	Common Shares
Nonqualified Stock Option (right to buy)	\$ 26.45	09/28/2012		A ⁽¹⁾	10,000	(6) 02/25/2014	Common Shares
Nonqualified Stock Option (right to buy)	\$ 40.42	09/28/2012		A ⁽¹⁾	10,000	(6) 02/23/2015	Common Shares
Nonqualified Stock Option (right to buy)	\$ 38.88	09/28/2012		A ⁽¹⁾	10,000	(6) 02/21/2016	Common Shares
Nonqualified Stock Option (right to buy)	\$ 32.73	09/28/2012		A ⁽¹⁾	10,000	(6) 02/26/2017	Common Shares
Nonqualified Stock Option (right to buy)	\$ 34.18	09/28/2012		A ⁽¹⁾	10,000	(6) 01/02/2018	Common Shares
Nonqualified Stock Option (right to buy)	\$ 24.78	09/28/2012		A ⁽¹⁾	17,200	(6) 01/02/2019	Common Shares
Nonqualified Stock Option (right to buy)	\$ 33.38	09/28/2012		A ⁽¹⁾	6,140	(6) 01/04/2020	Common Shares
Nonqualified Stock Option (right to buy)	\$ 36.98	09/28/2012		A ⁽¹⁾	4,242	(6) 01/03/2021	Common Shares
Nonqualified Stock Option (right to buy)	\$ 34.12	09/28/2012		A ⁽¹⁾	6,332	09/28/2012(6) 01/03/2022	Common Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES DAVID A /WI 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416		X		

Signatures

/s/ John K. Wilson, Attorney-in-Fact for David A. Jones	10/02/2012
<u> </u> **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) Common stock and derivative securities of Pentair Ltd. ("the Issuer") were acquired pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among Pentair, Inc., Tyco International Ltd., the Issuer, Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, Pentair, Inc. became a wholly owned subsidiary of the Issuer, and each share of Pentair, Inc. common stock was converted into one Issuer common share. Derivative securities relating to Pentair, Inc. common stock were converted into derivative securities relating to an equal number of Issuer common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Includes 2,936 shares issued in settlement of restricted stock units that vested in connection with the closing of the merger.
- (3) Pentair common shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (4) Phantom stock units convert into common shares on a one-for-one basis.
- (5) Settlement of phantom stock units will be in Pentair common shares in accordance with reporting person's irrevocable election.
- (6) All options are vested and exercisable.

Remarks:

Issuer Name and Ticker Symbol:
Pentair Ltd. [PNR]

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.