## Edgar Filing: BURRIS JERRY W - Form 4

Form 4 April 14, 20												
FORM	ЛЛ								PPROVAL			
	UNITED	STATES		RITIES A shington		N OMB Number:	3235-0287					
if no lo subject Section Form 4 Form 5 obligati may co	to 16. or Filed pu tons Section 17.		ection T Public U	SECUE	Estimated burden hou response	Estimated average burden hours per response 0.5						
(Print or Type	e Responses)											
1. Name and BURRIS J		2. Issuer Name <b>and</b> Ticker or Trading Symbol PENTAIR INC [PNR]				5. Relationship of Reporting Person(s) to Issuer						
(Last)	(First)			of Earliest T			(Che	eck all applicabl	k all applicable)			
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 04/13/2009				X_ Director10% Owner Officer (give titleOther (specify below) below)					
				endment, D onth/Day/Yea	-	I	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person					
GOLDEN	VALLEY, MN 5	5416					Form filed by Person	More than One R	eporting			
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Da	Date, if	3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price		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 Indirect Beneficial Ownership (Instr. 4)				
Reminder: Re	eport on a separate lin	e for each cla	ass of sec	urities bene	Perso	ns who res nation cont	pond to the colle ained in this forn	n are not	SEC 1474 (9-02)			
							ond unless the fo ntly valid OMB co					

 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
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orDerivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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	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	Amou Numb Shares
Phantom Stock Units (Deferred Compensation)	\$ 1 <u>(1)</u>	04/13/2009		A <u>(2)</u>		163.848		(3)	(3)	Common Stock	163.8

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships							
L O	Director	10% Owner	Officer	Other				
BURRIS JERRY W 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416	Х							
Signatures								
s/ Louis L. Ainsworth, Attorney-in-Fact		04/14/2009	)					

\*\*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) 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.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- (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.

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.