

BARTLETT MARY ANN
 Form 3
 March 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â BARTLETT MARY ANN | | (Month/Day/Year) | PALL CORP [PLL] | |
| (Last) | (First) | 03/14/2006 | | |
| PALL CORPORATION,Â 2200 NORTHERN BLVD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| EAST HILLS,Â NYÂ 11548 | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) | (specify below) |
| | | | Sr VP, Gen Counsel & Secretary | |
| | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| | | | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | Â |

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

SEC 1473 (7-02)

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.

Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
| | Date Exercisable | Expiration Date | Title | | |

Edgar Filing: BARTLETT MARY ANN - Form 3

| | | | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--|------------|------------|-----------------|----------------------------------|----------|----------------------------------|---|
| Employee Stock Options (Rights to Buy) | 03/19/2005 | 03/18/2011 | Common Stock | 2,500 | \$ 22.09 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2005 | 10/02/2012 | Common Stock | 2,750 | \$ 16.13 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2006 | 10/02/2012 | Common Stock | 2,750 | \$ 16.13 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2006 | 01/19/2012 | Common Stock | 500 | \$ 27 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2007 | 01/19/2012 | Common Stock | 500 | \$ 27 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2008 | 01/19/2012 | Common Stock | 500 | \$ 27 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2009 | 01/19/2012 | Common Stock | 500 | \$ 27 | D | Â |
| Employee Stock Options (Rights to Buy) | 08/29/2006 | 08/29/2012 | Common Stock | 300 | \$ 28.33 | D | Â |
| Employee Stock Options (Rights to Buy) | 08/29/2007 | 08/29/2012 | Common Stock | 300 | \$ 28.33 | D | Â |
| Employee Stock Options (Rights to Buy) | 08/29/2008 | 08/29/2012 | Common Stock | 300 | \$ 28.33 | D | Â |
| Employee Stock Options (Rights to Buy) | 08/29/2009 | 08/29/2012 | Common Stock | 300 | \$ 28.33 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2007 | 01/19/2013 | Common Stock | 800 | \$ 28.68 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2008 | 01/19/2013 | Common Stock | 800 | \$ 28.68 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/19/2009 | 01/19/2013 | Common Stock | 800 | \$ 28.68 | D | Â |

Edgar Filing: BARTLETT MARY ANN - Form 3

Buy)

| | | | | | | | |
|--|---------------------------|---------------------------|--------------|--------------------------|----------------------|---|---|
| Employee Stock Options (Rights to Buy) | 01/19/2010 | 01/19/2013 | Common Stock | 800 | \$ 28.68 | D | Â |
| Restricted Stock Units | 01/19/2009 | 01/19/2009 | Common Stock | 1,425.55 ⁽¹⁾ | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | 08/29/2009 | 08/29/2009 | Common Stock | 1,007.28 ⁽²⁾ | \$ <u>(4)</u> | D | Â |
| Restricted Stock Units | 01/19/2010 | 01/19/2010 | Common Stock | 2,509.3 ⁽³⁾ | \$ <u>(4)</u> | D | Â |
| Initial Award Units | 08/02/2002 ⁽⁵⁾ | Â ⁽⁶⁾ | Common Stock | 1,380.4 ⁽⁹⁾ | \$ 0 ⁽⁷⁾ | D | Â |
| Bonus Units | 08/26/2002 ⁽⁵⁾ | Â ⁽⁶⁾ | Common Stock | 3,342.5 ⁽¹⁰⁾ | \$ 0 ⁽⁷⁾ | D | Â |
| Cash Payment Units | 08/26/2002 ⁽⁵⁾ | Â ⁽⁶⁾ | Common Stock | 2,205.1 ⁽¹¹⁾ | \$ 0 ⁽⁷⁾ | D | Â |
| Bonus Units | 09/11/2007 ⁽⁸⁾ | 09/11/2007 ⁽⁸⁾ | Common Stock | 463.22 ⁽¹²⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Base Salary Units | 01/31/2008 ⁽⁸⁾ | 01/31/2008 ⁽⁸⁾ | Common Stock | 256.17 ⁽¹³⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Base Salary Units | 07/31/2008 ⁽⁸⁾ | 07/31/2008 ⁽⁸⁾ | Common Stock | 283.38 ⁽¹⁴⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Base Salary Units | 01/31/2009 ⁽⁸⁾ | 01/31/2009 ⁽⁸⁾ | Common Stock | 127.27 ⁽¹⁵⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Cash Payment Units | 01/31/2009 ⁽⁸⁾ | 01/31/2009 ⁽⁸⁾ | Common Stock | 756.22 ⁽¹⁶⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Base Salary Units | 07/31/2009 ⁽⁸⁾ | 07/31/2009 ⁽⁸⁾ | Common Stock | 130.14 ⁽¹⁷⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Cash Payment Units | 09/30/2009 ⁽⁸⁾ | 09/30/2009 ⁽⁸⁾ | Common Stock | 1,098.85 ⁽¹⁸⁾ | \$ 0 ⁽²⁰⁾ | D | Â |
| Base Salary Units | 01/31/2010 ⁽⁸⁾ | 01/31/2010 ⁽⁸⁾ | Common Stock | 80.7 ⁽¹⁹⁾ | \$ 0 ⁽²⁰⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| BARTLETT MARY ANN PALL CORPORATION 2200 NORTHERN BLVD. EAST HILLS, NY 11548 | Â | Â | Â Sr VP, Gen Counsel & Secretary | Â |

Signatures

Mary Ann
Bartlett

03/23/2006

**Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This amount includes 25.55 dividend equivalent units.
- (2) This amount includes 7.28 dividend equivalent units.
- (3) This amount includes 9.30 dividend equivalent units.
- (4) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 2 provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, retirement, or termination of employment without cause, in any of which events the Units may vest in whole or in part.
- (5) The Date Exercisable (vesting date) is the third anniversary of the allocation date or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.
- (6) The Expiration Date is the first business day of the year following the date of the reporting person's termination of employment.
- (7) The Units will convert into shares of common stock on a 1-for-1 basis.
- (8) The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary date of the allocation date or, if sooner, the date on which the reporting person's employment with the Issuer terminates, or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.
- (9) This amount includes 180.40 dividend equivalent units.
- (10) This amount includes 436.81 dividend equivalent units.
- (11) This amount includes 288.17 dividend equivalent units.
- (12) This amount includes 16.45 dividend equivalent units.
- (13) This amount includes 8.20 dividend equivalent units.
- (14) This amount includes 7.04 dividend equivalent units.
- (15) This amount includes 2.28 dividend equivalent units.
- (16) This amount includes 13.55 dividend equivalent units.
- (17) This amount includes 1.39 dividend equivalent units.
- (18) This amount includes 7.94 dividend equivalent units.
- (19) This amount includes 0.30 dividend equivalent units.
- (20) 1 for 1, subject to adjustments if the reporting person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the units were granted.

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.