

PENTAIR INC  
Form 4  
November 07, 2007

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**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 \*  
HOGAN RANDALL J

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

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
11/05/2007

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	11/05/2007		M		238,200	A	\$ 17.47
Common Stock	11/05/2007		G	V	71,495	D	\$ 0
Common Stock	11/05/2007		F		166,705	D	\$ 35.99
Common Stock	11/06/2007		M		50,000	A	\$ 22.5625
Common Stock	11/06/2007		S		400	D	\$ 35.82

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Common Stock	11/06/2007	S	600	D	\$ 35.84	270,273	D
Common Stock	11/06/2007	S	1,500	D	\$ 35.85	268,773	D
Common Stock	11/06/2007	S	1,400	D	\$ 35.86	267,373	D
Common Stock	11/06/2007	S	3,600	D	\$ 35.87	263,773	D
Common Stock	11/06/2007	S	1,300	D	\$ 35.89	262,473	D
Common Stock	11/06/2007	S	400	D	\$ 35.9	262,073	D
Common Stock	11/06/2007	S	300	D	\$ 35.91	261,773	D
Common Stock	11/06/2007	S	4,567	D	\$ 35.93	257,206	D
Common Stock	11/06/2007	S	33	D	\$ 35.94	257,173	D
Common Stock	11/06/2007	S	400	D	\$ 35.95	256,773	D
Common Stock	11/06/2007	S	2,000	D	\$ 35.96	254,773	D
Common Stock	11/06/2007	S	2,500	D	\$ 35.97	252,273	D
Common Stock	11/06/2007	S	1,000	D	\$ 35.98	251,273	D
Common Stock	11/06/2007	S	600	D	\$ 35.99	250,673	D
Common Stock	11/06/2007	S	1,500	D	\$ 36	249,173	D
Common Stock	11/06/2007	S	700	D	\$ 36.01	248,473	D
Common Stock	11/06/2007	S	2,800	D	\$ 36.02	245,673	D
Common Stock	11/06/2007	S	2,000	D	\$ 36.03	243,673	D
Common Stock	11/06/2007	S	3,200	D	\$ 36.04	240,473	D
Common Stock	11/06/2007	S <sup>(1)</sup>	4,400	D	\$ 36.05	236,073	D
						1,452	I

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Common Stock								As Custodian Under UTMA	
Common Stock						1,452	I	By Daughter	
Common Stock - ESOP						1,072,4338 (2)	I	By ESOP	
Common Stock						14,548	I	By Spouse Trust	
Common Stock	11/05/2007		G V	71,495	A	\$ 0	315,706	I	By Trust

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

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SEC 1474  
(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)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title of Underlying Security (Instr. 3)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (right to buy)	\$ 17.47	11/05/2007		M		238,200	01/02/2004	01/02/2013	Common Stock
Employee Stock Option (right to buy)	\$ 35.99	11/05/2007		A <sup>(3)</sup>		115,624	11/05/2007 <sup>(4)</sup>	01/02/2013 <sup>(4)</sup>	Common Stock
Employee Stock Option (right to buy)	\$ 22.5625	11/06/2007		M		50,000	04/01/1999	04/01/2008	Common Stock

