Edgar Filing: SCHROCK MICHAEL V - Form 4

SCHROCK N	MICHAEL V										
Form 4											
January 05, 2	2011										
FORM	4								OMB A	PROVAL	
Washi					TIES AND EXCHANGE COMMISSION nington, D.C. 20549				OMB Number:	3235-0287	
Check thi if no long								January 31,			
subject to Section 10 Form 4 or	F CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES						Expires: 2005 Estimated average burden hours per response 0.5				
obligations may continue. Section 17(a) of the Pub				ection 16(a) of the Securities Exchange Act of 1934, ublic Utility Holding Company Act of 1935 or Section of the Investment Company Act of 1940							
(Print or Type R	(esponses)										
1. Name and Address of Reporting Person <u>*</u> SCHROCK MICHAEL V			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]				g	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			(Cheer	an applicable	<i>;</i>)			
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 01/03/2011					Director 10% Owner X Officer (give title Other (specify below) President, COO			
			4. If Amendment, Date Original Filed(Month/Day/Year)					 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
GOLDEN V	ALLEI, MIN.	00410						Person			
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative S	Securi	ties Acqu	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deen (Month/Day/Year) Execution any (Month/E		n Date, if Transactior(A) or Disposed of (I Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)			l of (D)	5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
				Code V	Amount	(A) or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock - Restricted Stock Units	01/03/2011			A <u>(1)</u>	20,542	A	\$ 0	81,933	D		
Common Stock	01/03/2011			F <u>(2)</u>	6,497	D	\$ 36.98	137,445.624	D		

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

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Underlying Securitie (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Employee Stock Option (right to buy)	\$ 36.98	01/03/2011		A <u>(3)</u>	74,850	01/03/2012(4)	01/03/2021	Common Stock	74,8

Reporting Owners

Reporting Owner Name / Address	Relationships						
I Service and service and	Director	10% Owner	Officer	Other			
SCHROCK MICHAEL V 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416			President, COO				
Signatures							
s/ Angela D. Lageson, Attorney-in-Fact		01/05/2011					
**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) Restricted stock units granted pursuant to and subject to a vesting condition of the Pentair, Inc. 2008 Omnibus Stock Incentive Plan, as Amended and Restated. Each restricted stock unit represents a right to receive one share of Pentair, Inc. common stock upon vesting.
- (2) Shares surrendered to pay taxes applicable to vesting of restricted stock.
- (3) Employee stock option granted under the Pentair, Inc. 2008 Omnibus Stock Incentive Plan, as Amended and Restated.
- (4) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

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.