Abi-Karam Leslie Form 4 January 05, 2011

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

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(b).

1. Name and Address of Reporting Person * Abi-Karam Leslie			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]			5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction		(Check all applicable)				
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 01/03/2011			_X_ Director Officer (gives	ve title 07 Oth below)		
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
GOLDEN VALLEY, MN 55416			Filed(Month/Day/Year)			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
GOLDLIN VILLELI, MIN 33410						Person			
(City)	(State)	(Zip)	Table	I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/Y			3. Transacti Code	4. Securities ionAcquired (A) or Disposed of (D)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

Following (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V (D) Amount Price Common Stock -01/03/2011 $A^{(1)}$ 1,164 \$0 $2,084^{(2)}$ D A Restricted Stock Units Common 459 (2) D Stock

(Instr. 8)

(Instr. 3, 4 and 5)

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

(Month/Day/Year)

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SEC 1474

(9-02)

Owned

Indirect (I)

Ownership

(Instr. 4)

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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)	n Date, if Transaction Derivative Expiration Date Code Securities (Month/Day/Year) Day/Year) (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,			7. Title and Amou Underlying Secur (Instr. 3 and 4)		
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Am or Nur of Sha
Nonqualified Stock Option (right to buy)	\$ 36.98	01/03/2011		A(3)	4,242	01/03/2012(4)	01/03/2021	Common Stock	4,1

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Abi-Karam Leslie						
5500 WAYZATA BLVD.	X					
SUITE 800	Λ					
GOLDEN VALLEY, MN 55416						

Signatures

s/ Angela D. Lageson, Attorney-in-Fact

01/05/2011

Date

**Signature of Reporting Person

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) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.
- (3) Nonqualified 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.

Reporting Owners 2