PENTAIR INC Form 4

November 13, 2007

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

Check this box if no longer

subject to Section 16. Form 4 or Form 5

obligations

may continue.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

30(h) of the Investment Company Act of 1940

2. Issuer Name and Ticker or Trading

PENTAIR INC [PNR]

(Month/Day/Year)

Filed(Month/Day/Year)

11/09/2007

3. Date of Earliest Transaction

4. If Amendment, Date Original

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

Symbol

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

GLENN T MICHAEL

(First) (Last)

(Middle)

5500 WAYZATA BLVD., SUITE

800

(Street)

(State)

VALLEY, MN 55416-1261

(Zip) 2. Transaction Date 2A. Deemed

1.Title of Security (Instr. 3)

GOLDEN

(City)

(Month/Day/Year)

Execution Date, if anv

(Month/Day/Year)

(Instr. 8)

(Instr. 3, 4 and 5)

Code

TransactionAcquired (A) or

(A) or

4. Securities

Disposed of (D)

Code V Amount (D) Price

OMB APPROVAL

OMB Number:

3235-0287

Expires:

January 31, 2005

Estimated average burden hours per

response...

0.5

5. Relationship of Reporting Person(s) to

(Check all applicable)

X_ Director

10% Owner Officer (give title Other (specify

below)

6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Issuer

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

5. Amount of Securities Beneficially Owned

Following Reported

(Instr. 3 and 4)

Transaction(s)

(D) or Indirect Beneficial Ownership (I) (Instr. 4) (Instr. 4)

7. Nature of

Indirect

6. Ownership

Form: Direct

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security

2 Conversion or Exercise

3. Transaction Date 3A. Deemed

(Month/Day/Year) Execution Date, if

5. Number of 4 **Transaction**Derivative Code Securities

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of Underlying Securities (Instr. 3 and 4)

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A Disposed of (Instr. 3, 4, 5) | f (D) | | | | |
|--|------------------------------------|------------|------------------|---------|----|--|-------|---------------------|--------------------|-----------------|--------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amoun Numbe Shares |
| Phantom Stock Units - Deferred Compensation | \$ 1 <u>(1)</u> | 11/09/2007 | | A(2) | | 161.477 | | (3) | (3) | Common Stock | 161.4 |

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

GLENN T MICHAEL

5500 WAYZATA BLVD.

SUITE 800

GOLDEN VALLEY, MN 55416-1261

Signatures

Louis L. Ainsworth, Attorney-in-Fact

**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.
- (5) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).
- (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.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

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.

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