

Stauch John L
Form 4
October 02, 2012

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 Form 5 obligations may continue. See Instruction 1(b).

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 *
Stauch John L

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
09/28/2012

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)
Executive Vice President, CFO

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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	09/28/2012		D ⁽¹⁾		26,774	D	<u>1</u> 0	I	By Spouse Trust
Common Stock - ESPP	09/28/2012		D ⁽¹⁾		1,201.56 ⁽²⁾	D	<u>1</u> 0	D	
Common Stock - Restricted Stock Units	09/28/2012		D ⁽¹⁾		109,863	D	<u>1</u> 0	D	
	09/28/2012		D ⁽¹⁾			D	<u>1</u> 0	I	

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Common Stock - Deferral Plan				9,144.718 <u>(4)</u> <u>(3)</u>					Plan Agent
Common Stock - ESOP	09/28/2012		<u>D</u> ⁽¹⁾	403.1483 <u>(5)</u>	D	<u>(1)</u>	0	I	By ESOP

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

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(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) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 33.01	09/28/2012		<u>D</u> ⁽¹⁾	121,000	02/15/2008 ⁽⁶⁾	02/15/2017	Common Stock	121,000
Employee Stock Option (right to buy)	\$ 31.56	09/28/2012		<u>D</u> ⁽¹⁾	12,500	03/01/2008 ⁽⁶⁾	03/01/2017	Common Stock	12,500
Employee Stock Option (right to buy)	\$ 34.18	09/28/2012		<u>D</u> ⁽¹⁾	112,500	01/02/2009 ⁽⁶⁾	01/02/2018	Common Stock	112,500
Employee Stock Option (right to buy)	\$ 24.78	09/28/2012		<u>D</u> ⁽¹⁾	95,000	01/02/2010 ⁽⁶⁾	01/02/2019	Common Stock	95,000
	\$ 33.38	09/28/2012		<u>D</u> ⁽¹⁾	119,220	01/04/2011 ⁽⁶⁾	01/04/2020		119,220

Employee Stock Option (right to buy)								Common Stock	
Employee Stock Option (right to buy)	\$ 36.98	09/28/2012	D ⁽¹⁾	54,890	01/03/2012 ⁽⁶⁾	01/03/2021		Common Stock	54
Employee Stock Option (right to buy)	\$ 34.12	09/28/2012	D ⁽¹⁾	60,953	01/03/2013 ⁽⁶⁾	01/03/2022		Common Stock	60

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauch John L 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416			Executive Vice President, CFO	

Signatures

/s/ John K. Wilson, Attorney-in-Fact for John L.
Stauch

10/02/2012

 **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) Common stock and derivative securities of Pentair, Inc. (the "Issuer") were disposed pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among the Issuer, Tyco International Ltd., Pentair Ltd. (formerly known as Tyco Flow Control International Ltd.), Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, the Issuer became a wholly owned subsidiary of Pentair Ltd., and each share of Issuer common stock was converted into one Pentair Ltd. common share. Derivative securities relating to Issuer common stock were converted into derivative securities relating to an equal number of Pentair Ltd. common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) End-of-period holdings include monthly purchase(s) under the Pentair, Inc. Employee Stock Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c); and shares acquired pursuant to a dividend reinvestment feature of the ESPP.
- (3) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (4) Shares of Pentair, Inc. common stock will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (5) End-of-period holdings include ESOP allocation and shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (6) 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.

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