

KOURY FREDERICK S
Form 4
February 14, 2013

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 *
KOURY FREDERICK S

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/12/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Human Resources

(Street)
GOLDEN VALLEY, MN 55416

4. If Amendment, Date Original Filed (Month/Day/Year)

6. Individual or Joint/Group Filing (Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 Shares | 02/12/2013 | | M | | 2,185 | A | \$ 22.88 |
| Common Shares | 02/12/2013 | | M | | 60,000 | A | \$ 24.78 |
| Common Shares | 02/12/2013 | | S | | 62,185 | D | \$ 52.0182 |
| Common Shares - ESPP | | | | | | | |
| | | | | | | | 48,369 ⁽¹⁾ |
| | | | | | | | 108,369 |
| | | | | | | | 46,184 |
| | | | | | | | 1,378.549 ⁽³⁾ |
| | | | | | | | 59,369 ⁽¹⁾ |

Common
Shares -
Restricted
Stock
Units

Common
Shares -
ESOP

635.993 ⁽³⁾ I By ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number. 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) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Security (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (right to buy) | \$ 22.88 | 02/12/2013 | | M | 2,185 | 01/02/2005 ⁽⁴⁾ 01/02/2014 | Common Shares | 2,185 |
| Employee Stock Option (right to buy) | \$ 24.78 | 02/12/2013 | | M | 60,000 | 01/02/2010 ⁽⁴⁾ 01/02/2019 | Common Shares | 60,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| KOURY FREDERICK S 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416 | | | Sr. VP, Human Resources | |

Signatures

/s/ John K. Wilson, Attorney-in-Fact for Frederick S.
Koury

02/14/2013

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

The price in Column 4 is a weighted average price. The prices actually received ranged from \$52.00 to \$52.16. The reporting person has provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.

(3) 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) 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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