## Edgar Filing: Ho David H Y - Form 4

Ho David H Form 4	ÍY										
June 14, 20	11										
FORM	ЛД						COMMISSIO		PPROVAL		
	N OMB Number:	3235-02	87								
Check t if no lor subject Section Form 4	MENT OI	F CHAI	NGES IN SECUI	Estimated burden hou	Expires: January 3 200 Estimated average burden hours per response 0						
Form 5 obligations may continue. See Instruction 1(b). 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 <u>*</u> Ho David H Y			2. Issuer Name <b>and</b> Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
			PENTAIR INC [PNR]				(Check all applicable)				
(Last) (First) (Middle) 5500 WAYZATA BLVD., SUITE 800			3. Date of Earliest Transaction (Month/Day/Year) 06/13/2011				X_ Director 10% Owner Officer (give title Other (specify below) below)				
000	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						
GOLDEN	VALLEY, MN 53	5416					Form filed by Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code Disposed of (D)		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	(D) Price	(msu. 5 and 4)				
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities bene	•	•	•				
					inforr requi	nation cont red to resp	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securities
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8) Acquired (4 or Disposed (D) (Instr. 3, 4, and 5)		ed of					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Phantom Stock Units (Deferred Compensation)	\$ 1 <u>(1)</u>	06/13/2011		A <u>(2)</u>		136.07		(3)	(3)	Common Stock	136.0

## **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
Ho David H Y 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416	Х							
Signatures								
s/ Angela D. Lageson, Attorney-in-Fact		06/14/201	1					

\*\*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).

Date

- (1) Phantom stock units convert into common stock on a one-for-one basis.
- Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person (2)has no current dispositive or voting power.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the (4) trading period.

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.