

DENVER ANDREW
Form 4
January 11, 2005

FORM 4

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

OMB APPROVAL

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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 *
DENVER ANDREW

(Last) (First) (Middle)

PALL CORPORATION, 2200
NORTHERN BLVD

(Street)

EAST HILLS, NY 11548-1289

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2005

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)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/07/2005 | | M | | 12,500 A \$ 20.605 | 12,500 | D |
| Common Stock | 01/07/2005 | | M | | 19,250 A \$ 16.13 | 31,750 | D |
| Common Stock | 01/07/2005 | | S | | 15,900 D \$ 27.82 | 15,850 | D |
| Common Stock | 01/07/2005 | | S | | 100 D \$ 27.94 | 15,750 | D |
| Common Stock | 01/07/2005 | | S | | 8,000 D \$ 27.88 | 7,750 | D |

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Common Stock 01/07/2005 S 7,750 D \$ 28 0 D

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 of Underlying Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title | |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 1,397 | 04/29/2003 04/30/2012 | Common Stock | 1,397 |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 1,397 | 04/29/2004 04/30/2012 | Common Stock | 1,397 |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 4,853 | 04/29/2003 04/28/2012 | Common Stock | 4,853 |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 4,853 | 04/29/2004 04/28/2012 | Common Stock | 4,853 |
| Employee Stock Option (Rights to Buy) | \$ 16.13 | 01/07/2005 | | M | 9,625 | 10/03/2003 10/04/2012 | Common Stock | 9,625 |

Buy)
 Employee
 Stock
 Option \$ 16.13 01/07/2005 M 9,625 10/03/2004 10/04/2012 Common Stock 9,625
 (Rights to
 Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENVER ANDREW PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289 | | | Senior Vice President | |

Signatures

Mary Ann Bartlett as Attorney-in-Fact for Andrew
 Denver 01/11/2005

**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).
- 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.