## Edgar Filing: GLENN T MICHAEL - Form 4

GLENN T Form 4	MICHAEL									
February 14	4, 2012									
FORM	И 4		<b>a-------------</b>			~~~			PPROVAL	
<b>CONIVI 4</b> UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549							N OMB Number:	3235-0287	7	
if no lot subject Section Form 4 Form 5 obligati may co	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES SECURITIES SECURITIES SECURITIES SECURITIES 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 Section 1940								urs per	5
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> GLENN T MICHAEL			2. Issuer Name <b>and</b> Ticker or Trading Symbol PENTAIR INC [PNR]			5. Relationship of Reporting Person(s) to Issuer				
(Last) (First) (Middle) 5500 WAYZATA BLVD., SUITE			3. Date of Earliest Transaction (Month/Day/Year) 02/10/2012			(Check all applicable) <u>X</u> Director Officer (give title below) <u>10%</u> Owner Other (specify below)				
Fi			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 Form filed by More than One Reporting				
GOLDEN	VALLEY, MN 5:	5416					Person		oportung	
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, 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	ate, if TransactionAcquired (A) or 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)		
Reminder: Re	eport on a separate line	e for each cla	ass of sec		ficially own Perso inforn	ned directly on the second sec	or indirectly. spond to the colle ained in this forn ond unless the fo	n are not	SEC 1474 (9-02)	
							ntly valid OMB co			

 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	Transacti	orDerivative	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.		Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of				
				Code	v	(A)	(D)	Date Exercisable	Expiration Date		Amount or Number of Share
Phantom Stock Units (Deferred Compensation)	<u>(1)</u>	12/10/2012		A <u>(2)</u>		79.083		(3)	(3)	Common Stock	79.08

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
1 5	Director	10% Owner	Officer	Other			
GLENN T MICHAEL 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416	Х						
Signatures							
/s/ John K. Wilson.							

Attorney-in-Fact	02/14/2012		
**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) 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.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- (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.
- (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).

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.