Ho David H Y Form 4 April 14, 2010

## FORM 4

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

### 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

See Instruction 1(b).

(Last)

800

(Print or Type Responses)

1. Name and Address of Reporting Person \* Ho David H Y

(First)

(Street)

2. Issuer Name and Ticker or Trading

Symbol

PENTAIR INC [PNR]

3. Date of Earliest Transaction

4. If Amendment, Date Original

Filed(Month/Day/Year)

(Month/Day/Year)

5500 WAYZATA BLVD., SUITE 04/12/2010

(Middle)

Officer (give title Other (specify below)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

Applicable Line)

X\_ Director

Issuer

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

**GOLDEN VALLEY, MN 55416** 

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed 4. Securities 3. Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or (Instr. 3) Code Disposed of (D) (Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5)

Securities Beneficially Owned Following Reported

5. Amount of

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial (I) Ownership (Instr. 4) (Instr. 4)

10% Owner

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

Estimated average

burden hours per

(A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### 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
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	onDerivative	Expiration Date	Underlying Securities
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A Disposed of (Instr. 3, 4, 5)	f (D)				
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units (Deferred Compensation)	\$ 1 <u>(1)</u>	04/12/2010		A(2)		129.988		<u>(3)</u>	<u>(3)</u>	Common Stock	129.9

### **Reporting Owners**

Reporting Owner Name / Address	Relationships						
<b>rs</b>	Director	10% Owner	Officer	Other			
Ho David H Y 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416	X						

### **Signatures**

s/ Louis L. Ainsworth, Attorney-in-Fact 04/14/2010 \*\*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.
- 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

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.

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