Edgar Filing: MERRIMAN RONALD - Form 4

| MERRIMA Form 4 August 17, | N RONALD 2010 | | | | | | | | | |
|---|---|--|-----------|--|---|--|---|---|--------------------|--|
| FORN Check t if no lor subject | A 4 UNITED | STATES S | Wa | shington IGES IN | N OMB Number: Expires: Estimated | | | | | |
| Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). (Print or Type Responses) | | | | | | | | | | |
| 1. Name and MERRIMA | S | 2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR] | | | | 5. Relationship of Reporting Person(s) to Issuer | | | | |
| (Last) 5500 WAY 800 | () | 3. Date of Earliest Transaction (Month/Day/Year) 08/13/2010 | | | | (Check all applicable) <u>X</u> Director Officer (give title below) Differ (specify below) | | | | |
| | | | | endment, D nth/Day/Yea | - | al | 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 55 | 5416 | | | | | Form filed by Person | More than One R | eporting | |
| (City) | (State) | (Zip) | Tab | le I - Non-l | Derivativ | e Securities A | cquired, Disposed | of, or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Execution D any | ate, if | 3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5) (A) or Code V Amount (D) Price | | 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 | port on a separate line | e for each clas | s of secu | urities bene | Pers infor requ | ons who res mation cont ired to resp | or indirectly. spond to the colle tained in this forr ond unless the fo ntly valid OMB co | n are not orm | SEC 1474 (9-02) | |

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 o |
|------------------|----------------|---------------------|--------------------|-----------|--------------|-------------------------|-----------------------|
| Derivative Secur | ity 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) |

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| | Price of Derivative Security | | (Month/Day/Year) | (Instr. 8) | | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|---|------------------------------------|------------|------------------|--------------|---|--|-----|---------------------|--------------------|-----------------|------------------------------------|
| | | | | Code | v | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Share |
| Phantom Stock Units (Deferred Compensation) | \$ 1 <u>(1)</u> | 08/13/2010 | | A <u>(2)</u> | | 39.622 | | <u>(3)</u> | (3) | Common Stock | 39.622 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|---|---------------|-----------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| MERRIMAN RONALD 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416 | Х | | | | | | | |
| Signatures | | | | | | | | |
| s/ Angela D. Lageson, Attorney-in-Fact | 08/17/2010 | | | | | | | |

**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 (4) trading period.
- End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported (5) 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.