## Edgar Filing: GLENN T MICHAEL - Form 4

| GLENN T<br>Form 4<br>August 15,   |   |  |   |   |   |  |  |                          |                    |  |  |
|---|---|--|---|---|---|--|--|--------------------------|--------------------|--|--|
| FORM  | ЛЛ  |  | CECH  |   |   |  | COMMISSIO  |                          | PPROVAL            |  |  |
|   | UNITED  | STATES   |   | RITIES A<br>Ashington   | N OMB<br>Number:  | 3235-0287  |  |                          |                    |  |  |
| Check t<br>if no lor<br>subject<br>Section<br>Form 4<br>Form 5<br>obligati<br>may con<br><i>See</i> Inst<br>1(b). | nger<br>to<br>16.<br>or<br>Filed pu<br>ons<br>ntinue. | CATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES       Image: Securities and the securities and t |   |   |   |  |  |                          |                    |  |  |
| (Print or Type  | Responses)  |  |   |   |   |  |  |                          |                    |  |  |
| 1. Name and GLENN T   | Symbol  | er Name <b>an</b><br>AIR INC   |   | r Trading   | 5. Relationship of Reporting Person(s) to Issuer  |  |  |                          |                    |  |  |
| (Last) (First) (Middle)<br>5500 WAYZATA BLVD., SUITE<br>800   |   |  | 3. Date of Earliest Transaction<br>(Month/Day/Year)<br>08/12/2011 |   |   |  | (Check all applicable)<br><u>X</u> Director<br>Officer (give title<br>below) Differ (specify<br>below) |                          |                    |  |  |
| GOLDEN  | 4. If Amendment, Date Original Filed(Month/Day/Year)  |  |   |   | <ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting</li> </ul> |  |  |                          |                    |  |  |
| (City)  | (State)   | (Zip)  | Tak   | la I Non I  | Domissotisy   | Somution A   | Person   | of on Donoficio          | lly Owned          |  |  |
| 1.Title of<br>Security<br>(Instr. 3)  | 2. Transaction Date<br>(Month/Day/Year)               | -  | ed<br>Date, if  | ble I - Non-Derivative Securities A<br>3. 4. Securities<br>TransactionAcquired (A) or<br>Code Disposed of (D)<br>(Instr. 8) (Instr. 3, 4 and 5)<br>(A)<br>or<br>Code V Amount (D) Price |   | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4)                                   | 7. Nature of<br>Indirect |                    |  |  |
| Reminder: Re  | eport on a separate lin                               | e for each cl  | ass of sec  | urities bene  | Perso<br>infor<br>requi   | ons who res<br>nation cont<br>red to resp  | or indirectly.<br>spond to the colle<br>ained in this forn<br>ond unless the fo<br>ntly valid OMB co   | n are not<br>rm          | SEC 1474<br>(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  |
|---------------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|----------------------|
| Derivative Security | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | Derivative   | Expiration Date         | Underlying Securitie |
| (Instr. 3)          | or Exercise |                     | any                | Code       | Securities   | (Month/Day/Year)        | (Instr. 3 and 4)     |

number.

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|   | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. 8)   |   | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) |     |                     |                    |                 |                        |
|---|------------------------------------|------------|------------------|--------------|---|---|-----|---------------------|--------------------|-----------------|------------------------|
|   |                                    |            |                  | Code         | v | (A)   | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amou<br>Numb<br>Shares |
| Phantom Stock<br>Units (Deferred<br>Compensation) | \$ 1 <u>(1)</u>                    | 08/12/2011 |                  | A <u>(2)</u> |   | 149.716   |     | (3)                 | (3)                | Common<br>Stock | 149.′                  |

## **Reporting Owners**

| Reporting Owner Name / Address  | Relationships |           |         |       |  |  |  |  |
|---|---------------|-----------|---------|-------|--|--|--|--|
|   | Director      | 10% Owner | Officer | Other |  |  |  |  |
| GLENN T MICHAEL<br>5500 WAYZATA BLVD.<br>SUITE 800<br>GOLDEN VALLEY, MN 55416 | Х             |           |         |       |  |  |  |  |
| Signatures  |               |           |         |       |  |  |  |  |
| s/ Angela D. Lageson,<br>Attorney-in-Fact                                     | 08/15/2011    |           |         |       |  |  |  |  |
| **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.