SCHROCK MICHAEL V

Form 4/A August 24, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

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obligations may continue. See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * SCHROCK MICHAEL V

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

PENTAIR INC [PNR]

(Middle) 3. Date of Earliest Transaction (Check all applicable)

5500 WAYZATA BLVD., SUITE

(Street)

(First)

(Month/Day/Year) 08/03/2007

Director 10% Owner X_ Officer (give title _ Other (specify below)

800

President, COO

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line)

08/06/2007

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

GOLDEN

VALLEY, MN 55416-1261

(City)	(State)	(Zip) Tak	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4	ed of (` ′	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)
Common Stock	08/03/2007(1)		M	21,334	A	\$ 17.47	163,655.581 (2)	D	
Common Stock	08/03/2007(1)		M	13,000	A	\$ 21.9688	176,655.581 (2)	D	
Common Stock	08/03/2007(1)		F	20,889	D	\$ 36.78	155,766.581 (2)	D	

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

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(9-02)

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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)

I S	. Title of Derivative ecurity 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 iorDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and
					Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
(Employee Stock Option right to ouy)	\$ 17.47	08/03/2007(1)		M		21,334	01/02/2004	01/02/2013	Common Stock
(Employee Stock Option right to ouy)	\$ 21.9688	08/03/2007(1)		M		13,000	04/06/1999	04/06/2008	Common Stock
(Employee Stock Option right to	\$ 36.78	08/03/2007 <u>(1)</u>		A(3)	10,132		08/03/2007(4)	01/02/2013(4)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

SCHROCK MICHAEL V 5500 WAYZATA BLVD. SUITE 800

GOLDEN VALLEY, MN 55416-1261

Signatures

buy)

Louis L. Ainsworth, Attorney-In-Fact 08/24/2007

**Signature of Reporting Person Date

Reporting Owners 2

President, COO

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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).
- (4) Reload stock option becomes exercisable upon grant and expires on the same date as the original option grant.
- (2) 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).
- (3) Employee reload stock option granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan.
- (1) Correction to the transaction date previously reported, prior activity reversed to correct.

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.