## Edgar Filing: PENTAIR INC - Form 4

PENTAIR If Form 4	NC											
May 12, 200	8											
FORM		STATES	SECU	DITIES		CILANCI	E COMMISSIO	N.T.	PPROVA	L		
	UNITED	SIAIES		shington				N OMB Number:	3235-028			
	Check this box if no longer subject to Section 16. Form 4 or								Janua	ry 31, 2005		
subject to Section 1 Form 4 o									Estimated average burden hours per response			
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)											
1. Name and A BURRIS JE		2. Issuer Name <b>and</b> Ticker or Trading Symbol PENTAIR INC [PNR]				5. Relationship of Reporting Person(s) to Issuer						
(Last)							(Ch	heck all applicable)				
5500 WAY2 800	(Month/Day/Year) 05/09/2008				X_ Director 10% Owner Officer (give title Other (specify below) below)							
(Street) 4. If Amendment Filed(Month/Day/								Joint/Group Fili	oint/Group Filing(Check			
_X_ Form filed						One Reporting Person More than One Reporting						
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owne	d		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deeme Execution I any (Month/Day	Date, if	Code		(A) or 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)		al ip		
Reminder: Rep	oort on a separate line	e for each cla	ss of sec	urities bene	Perso	ns who re nation con	or indirectly. spond to the colle tained in this form ond unless the fo	n are not	SEC 1474 (9-02)			
						iys a curre	ently 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 of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	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 Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	05/09/2008		A <u>(2)</u>		63.918		(3)	(3)	Common Stock	63.918

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
BURRIS JERRY W 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	Х			
Signatures				
Louis L. Ainsworth, Attorney-in-Fact	05/12	/2008		
**Signature of Reporting Person	Dat	te		

## **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.
- (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).
- (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.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

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.