## Edgar Filing: PENTAIR INC - Form 4

PENTAIR I Form 4	NC												
October 14,	2008												
FORM	ΠД									OMB A	PPROVAL	_	
	UNITED	STATES		RITIES . ashingtor				E COMMISSIO	N	OMB Number:	3235-0	)287	
if no lon subject t Section Form 4 o Form 5 obligatio may con	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940							,	January 31, 2005 Estimated average burden hours per response 0.5				
(Print or Type	Responses)												
1. Name and Address of Reporting Person <u>*</u> BURRIS JERRY W			2. Issuer Name <b>and</b> Ticker or Trading Symbol PENTAIR INC [PNR]					5. Relationship of Reporting Person(s) to Issuer					
(Last) (First) (Middle)			3. Date of Earliest Transaction					(Check all applicable)					
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 10/13/2008				X Director 10% Owner Officer (give title Other (specify below) below)						
GOLDEN	4. If Amendment, Date Original Filed(Month/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> <li> Form filed by More than One Reporting Person</li> </ul>								
VALLEY,	MN 55416-1261												
(City)	(State)	(Zip)	Tab	ole I - Non-	Deriv	ative	Securities .	Acquired, Disposed	of,	or Beneficia	lly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactic Code (Instr. 8) Code V	onAcq Disj (Ins	posed tr. 3, 4	(A) or of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	Fo (D (I)	Ownership rm: Direct ) or Indirect hstr. 4)	7. Nature o Indirect Beneficial Ownership (Instr. 4)	l	
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	F ii r	Perso nform requir	ns who re nation con ed to resp lys a curre	or indirectly. spond to the collect tained in this form ond unless the for ently valid OMB co	m a orm	re not	SEC 1474 (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 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>	10/13/2008		A <u>(2)</u>		80.504		<u>(3)</u>	(3)	Common Stock	80.504

## **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	10/14	/2008		
**Signature of Reporting Person	Dat	ie		

## **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.
- (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.