

PEREZ ROBERTO
Form 4
March 22, 2011

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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. Name and Address of Reporting Person *
PEREZ ROBERTO

(Last) (First) (Middle)
25 HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]

3. Date of Earliest Transaction
(Month/Day/Year)
03/18/2011

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
Chief Operating Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	03/18/2011		M	4,415	A \$ 22.645	30,489.154	D
Common Stock	03/18/2011		S	4,415	D \$ 56.419 (1)	26,074.154	D
Common Stock	03/18/2011		M	835	A \$ 22.645	26,909.154	D
Common Stock	03/18/2011		S	835	D \$ 56.411 (2)	26,074.154	D
	03/18/2011		M	3,750	A \$ 27	29,824.154	D

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Common Stock								
Common Stock	03/18/2011	S	3,750	D	\$ 56.39 (3)	26,074.154	D	
Common Stock	03/18/2011	M	9,375	A	\$ 28.33	35,449.154	D	
Common Stock	03/18/2011	S	9,375	D	\$ 56.496 (4)	26,074.154	D	
Common Stock	03/18/2011	M	20,250	A	\$ 28.68	46,324.154	D	
Common Stock	03/18/2011	S	20,250	D	\$ 56.351 (5)	26,074.154	D	
Common Stock	03/18/2011	M	35,000	A	\$ 34.07	61,074.154	D	
Common Stock	03/18/2011	S	35,000	D	\$ 56.448 (6)	26,074.154	D	

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

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (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 Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Rights to Buy)	\$ 22.645	03/18/2011		M	4,415	08/01/2007	07/31/2013	Common Stock	4,415

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Employee Stock Options (Rights to Buy)	\$ 22.645	03/18/2011	M	835	08/01/2007	07/31/2013	Common Stock	835
Employee Stock Options (Rights to Buy)	\$ 27	03/18/2011	M	1,875	01/19/2008	01/19/2012	Common Stock	1,875
Employee Stock Options (Rights to Buy)	\$ 27	03/18/2011	M	1,875	01/19/2009	01/19/2012	Common Stock	1,875
Employee Stock Options (Rights to Buy)	\$ 28.33	03/18/2011	M	3,125	08/29/2007	08/29/2012	Common Stock	3,125
Employee Stock Options (Rights to Buy)	\$ 28.33	03/18/2011	M	3,125	08/29/2008	08/29/2012	Common Stock	3,125
Employee Stock Options (Rights to Buy)	\$ 28.33	03/18/2011	M	3,125	08/29/2009	08/29/2012	Common Stock	3,125
Employee Stock Options (Rights to Buy)	\$ 28.68	03/18/2011	M	6,750	01/19/2008	01/19/2013	Common Stock	6,750
Employee Stock Options (Rights to Buy)	\$ 28.68	03/18/2011	M	6,750	01/19/2009	01/19/2013	Common Stock	6,750
Employee Stock Options (Rights to Buy)	\$ 28.68	03/18/2011	M	6,750	01/19/2010	01/19/2013	Common Stock	6,750
	\$ 34.07	03/18/2011	M	8,750	01/10/2008	01/10/2014		8,750

Employee Stock Options (Rights to Buy)								Common Stock	
Employee Stock Options (Rights to Buy)	\$ 34.07	03/18/2011	M	8,750	01/10/2009	01/10/2014		Common Stock	8,750
Employee Stock Options (Rights to Buy)	\$ 34.07	03/18/2011	M	8,750	01/10/2010	01/10/2014		Common Stock	8,750
Employee Stock Options (Rights to Buy)	\$ 34.07	03/18/2011	M	8,750	01/10/2011	01/10/2014		Common Stock	8,750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PEREZ ROBERTO 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050			Chief Operating Officer	

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Roberto Perez 03/22/2011

**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) This transaction was executed in multiple trades at prices ranging from \$56.41 - \$56.46. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

(2) This transaction was executed in multiple trades at prices ranging from \$56.41 - \$56.42. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

(3) This transaction was executed in multiple trades at prices ranging from \$56.387 - \$56.412. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

(4)

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This transaction was executed in multiple trades at prices ranging from \$56.34 - \$56.59. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

- (5) This transaction was executed in multiple trades at prices ranging from \$56.23 - \$56.47. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

- (6) This transaction was executed in multiple trades at prices ranging from \$56.38 - \$56.685. The price reported above reflects the weighted average sales price. The Reporting Person hereby undertakes to provide upon request to the SEC staff, Pall Corporation or a shareholder of Pall Corporation full information regarding the numbers of shares and prices at which the transaction was affected.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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