

DENVER ANDREW
Form 3/A
January 11, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| DENVER ANDREW | | (Month/Day/Year) | PALL CORP [PLL] | |
| (Last) | (First) | 09/05/2002 | | |
| PALL CORPORATION, 2200 NORTHERN BLVD | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | 09/12/2002 |
| EAST HILLS, NY 11548-1289 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | (Zip) | | Senior Vice President | <input type="checkbox"/> Form filed by More than One Reporting Person |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Stock | 0 | D | |

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

SEC 1473 (7-02)

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

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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| | Date Exercisable | Expiration Date | | Amount or Number of Shares | | or Indirect (I) (Instr. 5) | |
|--------------------------------------|------------------|-----------------|--------------|----------------------------|-----------|----------------------------|---|
| Employee Stock Option (Right to Buy) | 04/29/2003 | 04/30/2012 | Common Stock | 1,397 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2004 | 04/30/2012 | Common Stock | 1,397 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2005 | 04/30/2012 | Common Stock | 1,397 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2006 | 04/30/2012 | Common Stock | 1,397 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2003 | 04/28/2012 | Common Stock | 4,853 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2004 | 04/28/2012 | Common Stock | 4,853 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2005 | 04/28/2012 | Common Stock | 4,853 | \$ 20.605 | D | Â |
| Employee Stock Option (Right to Buy) | 04/29/2006 | 04/28/2012 | Common Stock | 4,853 | \$ 20.605 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENVER ANDREW PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289 | Â | Â | Â Senior Vice President | Â |

Signatures

Mary Ann Bartlett as Attorney-in-Fact for Andrew Denver 01/11/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, see Instruction 5(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).

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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