

HARRISON DAVID D
Form 4
April 29, 2005

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 *
HARRISON DAVID D

2. Issuer Name and Ticker or Trading Symbol
PENTAIR INC [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
04/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President, CFO

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

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

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 04/28/2005 | | M | 4,623 A \$ 18.1485 | 185,509.717 | D | |
| Common Stock | 04/28/2005 | | M | 9,778 A \$ 17.47 | 195,287.717 | D | |
| Common Stock | 04/28/2005 | | M | 36,666 A \$ 22.88 | 231,953.717 | D | |
| Common Stock | 04/28/2005 | | F | 37,474 D \$ 39.99 | 194,479.717 | D | |
| Common Stock | 04/28/2005 | | S | 5,000 D \$ 39.7 | 189,479.717 | D | |

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| | | | | | | | |
|--------------|------------|---|-------|---|----------|-------------|---|
| Common Stock | 04/28/2005 | S | 5,500 | D | \$ 39.85 | 183,979.717 | D |
| Common Stock | 04/28/2005 | S | 300 | D | \$ 39.92 | 183,679.717 | D |
| Common Stock | 04/28/2005 | S | 800 | D | \$ 39.93 | 182,879.717 | D |
| Common Stock | 04/28/2005 | S | 2,700 | D | \$ 39.94 | 180,179.717 | D |
| Common Stock | 04/28/2005 | S | 5,100 | D | \$ 40 | 175,079.717 | D |
| Common Stock | 04/28/2005 | S | 600 | D | \$ 40.02 | 174,479.717 | D |
| Common Stock | 04/29/2005 | S | 93 | D | \$ 39.19 | 174,386.717 | D |
| Common Stock | 04/29/2005 | S | 500 | D | \$ 39.22 | 173,886.717 | D |
| Common Stock | 04/29/2005 | S | 600 | D | \$ 39.23 | 173,286.717 | D |
| Common Stock | 04/29/2005 | S | 3,100 | D | \$ 39.24 | 170,186.717 | D |
| Common Stock | 04/29/2005 | S | 7,400 | D | \$ 39.25 | 162,786.717 | D |
| Common Stock | 04/29/2005 | S | 1,300 | D | \$ 39.26 | 161,486.717 | D |
| Common Stock | 04/29/2005 | S | 200 | D | \$ 39.27 | 161,286.717 | D |
| Common Stock | 04/29/2005 | S | 300 | D | \$ 39.28 | 160,986.717 | D |
| Common Stock | 04/29/2005 | S | 100 | D | \$ 39.29 | 160,886.717 | D |

| | | | | | | | | |
|---------------------|--|--|--|--|--|-------------------------|---|----------------------|
| Common Stock | | | | | | 201.202 | I | By Spouse under UTMA |
| Common Stock - ESOP | | | | | | 701.0601 ⁽¹⁾ | I | By ESOP |

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

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SEC 1474
(9-02)

number.

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 Underlying (Instr. 3 and 4) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--|---------------------------|---------------------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 17.47 | 04/28/2005 | | M | | 9,778 | | 01/02/2004 | 01/02/2013 | Common Stock |
| Employee Stock Option (right to buy) | \$ 18.1485 | 04/28/2005 | | M | | 4,623 | | 01/02/2003 | 01/02/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 22.88 | 04/28/2005 | | M | | 36,666 | | 01/02/2005 | 01/02/2014 | Common Stock |
| Employee Stock Option (right to buy) | \$ 39.99 | 04/28/2005 | | A ⁽³⁾ | | 2,098 | | 04/28/2005 ⁽⁴⁾ | 01/02/2012 ⁽⁴⁾ | Common Stock |
| Employee Stock Option (right to buy) | \$ 39.99 | 04/28/2005 | | A ⁽³⁾ | | 4,271 | | 04/28/2005 ⁽⁴⁾ | 01/02/2013 ⁽⁴⁾ | Common Stock |
| Employee Stock Option (right to buy) | \$ 39.99 | 04/28/2005 | | A ⁽³⁾ | | 20,978 | | 04/28/2005 ⁽⁴⁾ | 01/02/2014 ⁽⁴⁾ | Common Stock |

