

KRASNOFF ERIC
Form 4
February 19, 2010

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
KRASNOFF ERIC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

3. Date of Earliest Transaction (Month/Day/Year)
02/17/2010

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
PORT WASHINGTON, NY 11050

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/17/2010		S ⁽¹⁾		500	D	
					\$ 35.88		(2) (3)
Common Stock	02/17/2010		S ⁽¹⁾		200	D	
					\$ 35.89		(2) (3)
Common Stock	02/17/2010		S ⁽¹⁾		100	D	
					\$ 35.9		(2) (3)
Common Stock	02/17/2010		S ⁽¹⁾		300	D	
					\$ 35.91		(2) (3)
Common Stock	02/17/2010		S ⁽¹⁾		100	D	
					\$ 35.94		(2) (3)

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Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	356	D	\$ 35.95	58,341.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	600	D	\$ 35.96	57,741.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	100	D	\$ 35.97	57,641.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	300	D	\$ 35.98	57,341.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	400	D	\$ 35.99	56,941.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	900	D	\$ 36	56,041.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	100	D	\$ 36.01	55,941.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	200	D	\$ 36.02	55,741.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	200	D	\$ 36.03	55,541.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	244	D	\$ 36.04	55,297.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	200	D	\$ 36.06	55,097.488 <u>(2)</u> <u>(3)</u>	D
Common Stock	02/17/2010	<u>S</u> ⁽¹⁾	200	D	\$ 36.09	54,897.488 <u>(2)</u> <u>(3)</u>	D

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)		Title		

Date Exercisable	Expiration Date	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASNOFF ERIC 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	X		Chairman & CEO	

Signatures

/s/ Sandra Marino as Attorney-in-Fact for Eric
Krasnoff

02/19/2010

__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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and stepdaughter. Mr. Krasnoff disclaims beneficial ownership of these shares.
 - (3) Does not include 1,436 shares held indirectly by spouse.

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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