

Kingsley Lawrence D
 Form 3
 October 05, 2011

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)

| | | | | | |
|---|---|---|---|---|--|
| <p>1. Name and Address of Reporting Person *</p> <p>Â Kingsley Lawrence D</p> <p>(Last) (First) (Middle)</p> <p>25 HARBOR PARK DRIVE</p> <p>(Street)</p> <p>PORT WASHINGTON,Â NYÂ 11050</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>10/03/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PALL CORP [PLL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer <input checked="" type="checkbox"/> Other (give title below) (specify below) Director, CEO and President</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|---|---|---|---|---|--|

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 | Â |

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) or Indirect | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|--|--|--|
| | Date Exercisable | Expiration Date | Title | Amount or Number of | |

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| | | | | Shares | | (I) (Instr. 5) | |
|--|---------------------------|------------|--------------|--------|-------------------|-------------------|---|
| Employee Stock Options (Rights to Buy) | 10/03/2012 ⁽¹⁾ | 10/03/2018 | Common Stock | 42,450 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2013 ⁽¹⁾ | 10/03/2018 | Common Stock | 42,450 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2014 ⁽¹⁾ | 10/03/2018 | Common Stock | 42,450 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2015 ⁽¹⁾ | 10/03/2018 | Common Stock | 42,450 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2012 ⁽¹⁾ | 10/03/2018 | Common Stock | 76,750 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2013 ⁽¹⁾ | 10/03/2018 | Common Stock | 76,750 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2014 ⁽¹⁾ | 10/03/2018 | Common Stock | 76,750 | \$ 41 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2015 ⁽¹⁾ | 10/03/2018 | Common Stock | 76,750 | \$ 41 | D | Â |
| Restricted Stock Units | 10/03/2015 | 10/03/2015 | Common Stock | 48,800 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | 10/03/2013 | 10/03/2013 | Common Stock | 99,000 | \$ ⁽²⁾ | D | Â |
| Restricted Stock Units | 10/03/2015 | 10/03/2015 | Common Stock | 99,000 | \$ ⁽²⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | |
|--|---------------|-----------|---------|-------|-----------------------------|
| | Director | 10% Owner | Officer | Other | |
| Kingsley Lawrence D 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 | Â X | Â | Â | | Director, CEO and President |

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Lawrence D. Kingsley

10/05/2011

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).

(1) The options will fully vest upon involuntary termination, upon death or disability, or upon a change in control of the Issuer.

(2)

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The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 2 provided the Reporting Person is still employed by the Issuer or a subsidiary on that date, or upon the Reporting Person's death, disability, involuntary termination, or upon a change of control of the Issuer. If employment is terminated for cause or without Good Reason (as defined in employment agreement) prior to vesting, the Units will be forfeited on termination date.

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Remarks:

Exhibit 24 - Power of Attorney

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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