

PALL CORP
Form 3
June 11, 2008

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	
MARINO SANDRA		(Month/Day/Year)	PALL CORP [PLL]	
(Last)	(First)	(Middle)	05/28/2008	
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)	
EAST HILLS, NY 11548			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Corp Secretary & Corp Counsel	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<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 Options (Rights to Buy)	05/31/2006	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	05/31/2007	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	05/31/2008	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	05/31/2009	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	07/27/2006	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2007	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2008	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2009	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2007	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Employee Stock Options (Rights to Buy)	07/27/2008	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Employee Stock Options (Rights to Buy)	07/27/2009	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Employee Stock Options (Rights to Buy)	07/27/2010	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Restricted Stock Units	07/27/2009	07/27/2009	Common Stock	520.94 ⁽¹⁾	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	07/27/2010	07/27/2010	Common Stock	513.58 ⁽²⁾	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	07/17/2011	07/17/2011	Common Stock	445.8 ⁽³⁾	\$ ⁽⁴⁾	D	Â
Base Salary Units	01/31/2012	01/31/2012	Common Stock	46.93 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARINO SANDRA PALL CORPORATION	Â	Â	Â Corp Secretary & Corp Counsel	Â

2200 NORTHERN BLVD
EAST HILLS, NY 11548

Signatures

Sandra Marino

06/11/2008

**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) This amount includes 20.94 dividend equivalent units.
- (2) This amount includes 13.58 dividend equivalent units.
- (3) This amount includes 5.80 dividend equivalent units.

- 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. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, or retirement, in any of which events the Units may vest in whole or in part.
- (4) 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. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, or retirement, in any of which events the Units may vest in whole or in part.
 - (5) This amount includes 0.32 dividend equivalent units.

- The Units will vest and become convertible into shares of Common Stock on a one-for-one basis on the date shown in column 2, subject to adjustments if the reporting person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the units were granted.
- (6) to adjustments if the reporting person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the units were granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.