

PENTAIR INC

Form 4

August 29, 2007

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
CATHCART RICHARD J

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE
800

(Street)

GOLDEN
VALLEY, MN 55416-1261

(City) (State) (Zip)

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

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

08/28/2007

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Vice Chairman

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

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	(A) or (D) Price			
Common Stock	08/28/2007		S		200	D \$ 35	111,735.159 ⁽¹⁾	D	
Common Stock	08/28/2007		S		5,900	D \$ 35.08	105,835.159 ⁽¹⁾	D	
Common Stock	08/28/2007		S		500	D \$ 35.09	105,335.159 ⁽¹⁾	D	
Common Stock	08/28/2007		S		200	D \$ 35.1	105,135.159 ⁽¹⁾	D	
Common Stock	08/28/2007		S		400	D \$ 35.11	104,735.159 ⁽¹⁾	D	

Edgar Filing: PENTAIR INC - Form 4

Common Stock	08/28/2007	S	1,300	D	\$ 35.12	103,435.159 ⁽¹⁾	D
Common Stock	08/28/2007	S	200	D	\$ 35.14	103,235.159 ⁽¹⁾	D
Common Stock	08/28/2007	S	5,000	D	\$ 35.19	98,235.159 ⁽¹⁾	D
Common Stock	08/28/2007	S	1,000	D	\$ 35.2	97,235.159 ⁽¹⁾	D
Common Stock	08/28/2007	S	200	D	\$ 35.21	97,035.159 ⁽¹⁾	D
Common Stock	08/28/2007	S	4,827	D	\$ 35.22	92,208.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	200	D	\$ 35.18	92,008.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	1,600	D	\$ 35.19	90,408.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	1,100	D	\$ 35.21	89,308.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	1,100	D	\$ 35.22	88,208.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	1,700	D	\$ 35.23	86,508.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	300	D	\$ 35.25	86,208.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	500	D	\$ 35.26	85,708.159 ⁽¹⁾	D
Common Stock	08/29/2007	S	800	D	\$ 35.27	84,908.159 ⁽¹⁾	D
Common Stock - ESPP						6,124.141 ⁽²⁾	D
Common Stock						1,737.899 ⁽¹⁾	I
Common Stock - ESOP						4,110.2626 ⁽³⁾	I

As
Custodian
Under
UTMA

By ESOP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form

SEC 1474
(9-02)

displays a currently valid OMB control 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 Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following the Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CATHCART RICHARD J 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	X		Vice Chairman	

Signatures

Richard J
Cathcart 08/29/2007

**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).
- (3) End-of-period holdings include ESOP allocation and shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (1) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).
- End-of-period holdings include monthly purchase(s), since the reporting person's last filed Form, under the Pentair, Inc. Employee Stock
- (2) Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c); and shares acquired pursuant to a dividend reinvestment feature of the ESPP.

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.