

Baratelli Yves  
Form 3  
May 21, 2010

# 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 \*

Â Baratelli Yves

(Last)

(First)

(Middle)

2. Date of Event Requiring  
Statement

(Month/Day/Year)

05/11/2010

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

4. Relationship of Reporting  
Person(s) to Issuer

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

25 HARBOR PARK DRIVE

(Street)

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner

☒ Officer \_\_\_\_ Other

(give title below) (specify below)

Group VP; Pres, Life Sciences

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person

\_\_\_\_ Form filed by More than One  
Reporting Person

PORT

WASHINGTON,Â NYÂ 11050

(City)

(State)

(Zip)

### 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

164.46

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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information contained in this form are not  
required to respond unless the form displays a  
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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)<br>(Instr. 5) |   |
|--------------------------------------|------------|------------|--------------|-------------------------|-------------------|-------------------|---|
| Employee Stock Option (Right to Buy) | 09/01/2007 | 09/01/2011 | Common Stock | 1,000                   | \$ 24.8           | D                 | Â |
| Employee Stock Option (Right to Buy) | 09/01/2008 | 09/01/2011 | Common Stock | 1,000                   | \$ 24.8           | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2006 | 07/27/2012 | Common Stock | 800                     | \$ 30.83          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2007 | 07/27/2012 | Common Stock | 800                     | \$ 30.83          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2008 | 07/27/2012 | Common Stock | 800                     | \$ 30.83          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2009 | 07/27/2012 | Common Stock | 800                     | \$ 30.83          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2007 | 07/27/2013 | Common Stock | 800                     | \$ 25.85          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2008 | 07/27/2013 | Common Stock | 800                     | \$ 25.85          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2009 | 07/27/2013 | Common Stock | 800                     | \$ 25.85          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/27/2010 | 07/27/2013 | Common Stock | 800                     | \$ 25.85          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/17/2008 | 07/17/2014 | Common Stock | 652                     | \$ 48.72          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/17/2009 | 07/17/2014 | Common Stock | 653                     | \$ 48.72          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/17/2010 | 07/17/2014 | Common Stock | 652                     | \$ 48.72          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/17/2011 | 07/17/2014 | Common Stock | 653                     | \$ 48.72          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/15/2009 | 07/15/2015 | Common Stock | 1,037                   | \$ 39.02          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/15/2010 | 07/15/2015 | Common Stock | 1,038                   | \$ 39.02          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/15/2011 | 07/15/2015 | Common Stock | 1,037                   | \$ 39.02          | D                 | Â |
| Employee Stock Option (Right to Buy) | 07/15/2012 | 07/15/2015 | Common Stock | 1,038                   | \$ 39.02          | D                 | Â |
| Restricted Stock Units               | 07/27/2010 | 07/27/2010 | Common Stock | 2,652.95 <sup>(1)</sup> | \$ <sup>(2)</sup> | D                 | Â |
|                                      | 07/17/2011 | 07/17/2011 |              |                         | \$ <sup>(2)</sup> | D                 | Â |

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|                        |               |               |              |                 |        |   |   |
|------------------------|---------------|---------------|--------------|-----------------|--------|---|---|
| Restricted Stock Units |               |               | Common Stock | 1,695.74<br>(3) |        |   |   |
| Restricted Stock Units | 07/15/2012    | 07/15/2012    | Common Stock | 1,973.27<br>(4) | \$ (2) | D | Â |
| Restricted Stock Units | 07/16/2013    | 07/16/2013    | Common Stock | 7,012.42<br>(5) | \$ (2) | D | Â |
| Bonus Units            | 09/29/2010(6) | 09/29/2010(6) | Common Stock | 6,074 (7)       | \$ (8) | D | Â |
| Bonus Units            | 10/12/2011(6) | 10/12/2011(6) | Common Stock | 9,928 (9)       | \$ (8) | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships |           |                                    |       |
|---------------------------------------------------------------------|---------------|-----------|------------------------------------|-------|
|                                                                     | Director      | 10% Owner | Officer                            | Other |
| Baratelli Yves<br>25 HARBOR PARK DRIVE<br>PORT WASHINGTON, NY 11050 | Â             | Â         | Â Group VP;<br>Pres, Life Sciences | Â     |

## Signatures

/s/ Sandra Marino as Attorney-in-Fact for Yves Baratelli

05/20/2010

\_\_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 152.95 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, retirement or termination of employment without cause, in any of which events the Units may vest in whole or in part.

(3) This amount includes 75.74 Dividend Equivalent Units.

(4) This amount includes 63.27 Dividend Equivalent Units.

(5) This amount includes 92.42 Dividend Equivalent Units.

The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary of the transaction date, or, if sooner, the date on which the reporting person's employment with the Issuer terminates, or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.

(7) This amount includes 2,873 matching units and 328 dividend equivalent units.

The Derivative Security 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.

(9) This amount includes 4,742 matching units and 444 dividend equivalent units.

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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