

Stauch John L  
Form 4  
October 02, 2012

**FORM 4**

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

OMB APPROVAL

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**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 \*  
Stauch John L

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2012

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)  
Exec. VP & Chief Fin. Officer

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)
Common Shares	09/28/2012		A <sup>(1)</sup>	26,774	A <u>(1)</u> 26,774	I	By Spouse Trust
Common Shares- ESPP	09/28/2012		A <sup>(1)</sup>	1,201.56	A <u>(1)</u> 1,201.56	D	
Common Shares - Restricted Stock Units	09/28/2012		A <sup>(1)</sup>	109,863	A <u>(1)</u> 109,863	D	
	09/28/2012		A <sup>(1)</sup>	9,144.718	A <u>(1)</u> 9,144.718 <sup>(2)</sup>	I	

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Common Shares - Deferral Plan								Plan Agent	
Common Shares - ESOP	09/28/2012		A <sup>(1)</sup>	403.1483	A	<u>(1)</u>	403.1483	I	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 displays a currently valid OMB control number.**

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number of Shares
Employee Stock Option (right to buy)	\$ 33.01	09/28/2012		A <sup>(1)</sup>	121,000	02/15/2008 <sup>(3)</sup> 02/15/2017	Common Shares 121,000
Employee Stock Option (right to buy)	\$ 31.56	09/28/2012		A <sup>(1)</sup>	12,500	03/01/2008 <sup>(3)</sup> 03/01/2017	Common Shares 12,500
Employee Stock Option (right to buy)	\$ 34.18	09/28/2012		A <sup>(1)</sup>	112,500	01/02/2009 <sup>(3)</sup> 01/02/2018	Common Shares 112,500
Employee Stock Option (right to buy)	\$ 24.78	09/28/2012		A <sup>(1)</sup>	95,000	01/02/2010 <sup>(3)</sup> 01/02/2019	Common Shares 95,000
	\$ 33.38	09/28/2012		A <sup>(1)</sup>	119,220	01/04/2011 <sup>(3)</sup> 01/04/2020	Common Shares 119,220

