

PENTAIR INC
Form 4
August 29, 2007

FORM 4

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

OMB APPROVAL

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

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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 *
CATHCART RICHARD J

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/28/2007

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

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

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

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

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 or Price		
Common Stock	08/28/2007		S		200	D	\$ 35 <u>(1)</u>
Common Stock	08/28/2007		S		5,900	D	\$ 35.08 <u>(1)</u>
Common Stock	08/28/2007		S		500	D	\$ 35.09 <u>(1)</u>
Common Stock	08/28/2007		S		200	D	\$ 35.1 <u>(1)</u>
Common Stock	08/28/2007		S		400	D	\$ 35.11 <u>(1)</u>

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

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 Owned Following Reporting Transaction (Instr. 6)
				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).
- (2) End-of-period holdings include monthly purchase(s), since the reporting person's last filed Form, under the Pentair, Inc. Employee Stock 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.