

HAYNES ULRIC JR

Form 4

June 30, 2009

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
HAYNES ULRIC JR

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)

2200 NORTHERN BLVD.

3. Date of Earliest Transaction
(Month/Day/Year)
06/26/2009

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

(Street)

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

6. Individual or Joint/Group Filing(Check
Applicable Line)

EAST HILLS, NY 11548

☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
Person

(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 Ownership (Instr. 4)
Common Stock	06/26/2009		M	V Amount (A) or (D) Price 7,000 A \$ 24.27	7,000	D	
Common Stock	06/26/2009		S	468 D \$ 26.87	6,532	D	
Common Stock	06/26/2009		S	3,532 D \$ 26.87	3,000	D	
Common Stock	06/26/2009		S	2,600 D \$ 26.88	400	D	
Common Stock	06/26/2009		S	400 D \$ 26.89	0	D	
	06/26/2009		M	500 A	500	D	

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Common Stock \$ 24.27

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

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(9-02)

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. Title and Amount of Derivative Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	Amount or Number of Shares
Pall Corp Stock Option Plan	\$ 24.27	06/26/2009		M	7,000	<u>(1)</u> 01/07/2012	Common Stock	7,000
Pall Corp Stock Option Plan	\$ 24.27	06/26/2009		M	500	<u>(1)</u> 01/07/2012	Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HAYNES ULRIC JR 2200 NORTHERN BLVD. EAST HILLS, NY 11548	X

Signatures

Jeff Molin as Attorney-in-Fact for Ulric Haynes, Jr. 06/30/2009

__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).

(1) Grant has a graded vesting schedule, Date Exercisable will vary for each vesting tranche.

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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