

CHANDY RUBY R
Form 3
April 30, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â CHANDY RUBY R | | (Month/Day/Year) | PALL CORP [PLL] | |
| (Last) | (First) | (Middle) | 04/19/2012 | |
| C/O PALL CORPORATION,Â 25 HARBOR PARK DRIVE | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| PORT WASHINGTON,Â NYÂ 11050 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | Group VP, Pres. Industrial | |

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 | 0 | D | Â |

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

SEC 1473 (7-02)

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.

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 | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|--|------------------|-----------------|--------------|----------------------------|---------------|---------------------------------------|---|
| Employee Stock Options (Rights to Buy) | 04/11/2013 | 04/11/2019 | Common Stock | 3,417 | \$ 57.78 | D | Â |
| Employee Stock Options (Rights to Buy) | 04/11/2014 | 04/11/2019 | Common Stock | 3,418 | \$ 57.78 | D | Â |
| Employee Stock Options (Rights to Buy) | 04/11/2015 | 04/11/2019 | Common Stock | 3,417 | \$ 57.78 | D | Â |
| Employee Stock Options (Rights to Buy) | 04/11/2016 | 04/11/2019 | Common Stock | 3,418 | \$ 57.78 | D | Â |
| Restricted Stock Units | 04/11/2016 | 04/11/2016 | Common Stock | 3,858.157 | \$ <u>(1)</u> | D | Â |
| Restricted Stock Units | 04/11/2014 | 04/11/2014 | Common Stock | 3,429.473 | \$ <u>(1)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHANDY RUBY R C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 | Â | Â | Â Group VP, Pres. Industrial | Â |

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Ruby R. Chandy 04/30/2012

__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) 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 an involuntary termination within twenty-four months following a change in control of the Issuer, in any of which events the Units may vest in whole or in part.

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Remarks:

Exhibit 24 - Power of Attorney

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.