#### HAGGERTY CHARLES A

Form 4

October 02, 2012

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner

Issuer

\_X\_\_ Director

January 31, 2005

0.5

Estimated average

**OMB APPROVAL** 

burden hours per

response...

Section 16. Form 4 or Form 5 obligations may continue.

Check this box

if no longer

subject to

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

2. Issuer Name and Ticker or Trading

PENTAIR INC [PNR]

(Month/Day/Year)

3. Date of Earliest Transaction

Symbol

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person \*

(First)

(Middle)

HAGGERTY CHARLES A

See Instruction

5500 WAYZATA BLVD., SUITE 800		`	09/28/2012				Officer (give title Other (specify below)			
			nth/Day/Year) A				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GOLDEN V	ALLEY, MN 55						Form filed by More than One Reporting Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date 2A. Deemed (Month/Day/Year) 2A. Deemed Execution Date, if any (Month/Day/Year)		Code	Transaction Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)	(1115111 1)		
Common Stock	09/28/2012		D <u>(1)</u>	18,000	D	(1)	0	D		
Common Stock	09/28/2012		D(1)	73,743	D	<u>(1)</u>	0	I	By Trust	
Common Stock - Restricted Stock Units	09/28/2012		D <u>(1)</u>	2,936	D	(1)	0	D		
Common Stock - Deferral	09/28/2012		D <u>(1)</u>	1,338.284 (2) (3)	D	(1)	0	I	Plan Agent	

### Edgar Filing: HAGGERTY CHARLES A - Form 4

#### Plan

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

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SEC 1474 (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. 5. Number of TransactionDerivative Code Securities Acquired (Instr. 8) (A) or Disposed of (D) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title a Underlyi (Instr. 3
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (Deferred Compensation)	<u>(4)</u>	09/28/2012		D <u>(1)</u>	59,016.083	<u>(5)</u>	<u>(5)</u>	Comm
Phantom Stock Units (Equity Compensation)	<u>(4)</u>	09/28/2012		D <u>(1)</u>	20,750.749	<u>(5)</u>	(5)	Comm
Nonqualified Stock Option (right to buy)	\$ 40.42	09/28/2012		D <u>(1)</u>	10,000	02/23/2006(6)	02/23/2015	Comm
Nonqualified Stock Option (right to buy)	\$ 39.01	09/28/2012		D <u>(1)</u>	1,514	03/23/2005(7)	02/25/2013	Comm
Nonqualified Stock Option (right to buy)	\$ 39.01	09/28/2012		D <u>(1)</u>	2,259	03/23/2005(7)	02/25/2014	Comm
Nonqualified Stock Option (right to buy)	\$ 38.88	09/28/2012		D <u>(1)</u>	10,000	02/21/2007(6)	02/21/2016	Comm
Nonqualified Stock Option (right to buy)	\$ 32.73	09/28/2012		D <u>(1)</u>	10,000	02/26/2008(6)	02/26/2017	Comm
Nonqualified Stock Option (right to buy)	\$ 34.18	09/28/2012		D <u>(1)</u>	10,000	01/02/2009(6)	01/02/2018	Comm
Nonqualified Stock Option (right to buy)	\$ 24.78	09/28/2012		D <u>(1)</u>	11,467	01/02/2010(6)	01/02/2019	Comm

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Stock	alified Option to buy)	\$ 33.38	09/28/2012	D <u>(1)</u>	6,140	01/04/2011(6)	01/04/2020	Comm
Stock	alified Option to buy)	\$ 36.98	09/28/2012	D <u>(1)</u>	4,242	01/03/2012(6)	01/03/2021	Comm
Stock	nalified Option to buy)	\$ 34.12	09/28/2012	D <u>(1)</u>	6,332	01/03/2013(6)	01/03/2022	Comm

## **Reporting Owners**

Reporting Owner Name / Address

Director 10% Owner Officer Other

HAGGERTY CHARLES A 5500 WAYZATA BLVD., SUITE 800 X GOLDEN VALLEY, MN 55416

## **Signatures**

/s/ John K. Wilson, Attorney-in-Fact for Charles A. Haggerty

10/02/2012 Date

\*\*Signature of Reporting Person

## **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).
  - Common stock and derivative securities of Pentair, Inc. ("the Issuer") were disposed pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among the Issuer, Tyco International Ltd., Pentair Ltd. (formerly known as Tyco Flow Control International
- (1) Ltd.), Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, the Issuer became a wholly owned subsidiary of Pentair Ltd., and each share of Issuer common stock was converted into one Pentair Ltd. common share. Derivative securities relating to Issuer common stock were converted into derivative securities relating to an equal number of Pentair Ltd. common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Shares of Pentair, Inc. common stock will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (3) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (4) Phantom stock units convert into common stock on a one-for-one basis.
- (5) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- (6) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.
- (7) Reload stock option becomes exercisable upon grant and expires on the same date as the original option grant.

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.

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