#### HOGAN RANDALL J

Form 4

December 21, 2012

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

if no longer

Check this box

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

1(b).

Common

**Shares** 

12/20/2012

(Print or Type Responses)

1. Name and A HOGAN R.	g Person *	2. Issuer Name <b>and</b> Ticker or Trading Symbol PENTAIR LTD [PNR]			5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	f Earliest T	ransaction	(Che	ск ан аррисаок	~)	
5500 WAY 800	ZATA BLVD.,	SUITE	(Month/E 12/20/2	•		_X_ Director _X_ Officer (gives below) Chairman	ve title 0th below) & Chief Exec. 0	er (specify	
(Street)			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
GOLDEN V	VALLEY, MN :	55416	Filed(Mon	nth/Day/Yea	r)	Applicable Line) _X_ Form filed by Form filed by	1 0		
Person									
(City)	(State)	(Zip)	Tabl	e I - Non-l	Derivative Securities Acq	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea		med on Date, if	3. Transacti Code	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially	6. Ownership Form: Direct (D) or	7. Nature of Indirect Beneficial	

(Instr. 8)

 $F_{\underline{(1)}}$ 

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Owned

Following

Reported

128,904

Transaction(s) (Instr. 3 and 4)

(A)

(D)

D

Price

48.78

Amount

3,744

Indirect (I)

(Instr. 4)

D

Ownership

(Instr. 4)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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1. Title of Derivative	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. orNumber	6. Date Exerc Expiration Da		7. Title Amou		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Monun Day/ Year)	execution Date, if any (Month/Day/Year)	Code (Instr. 8)	of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Month/Day/		Under Securi	lying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
. 9	Director	10% Owner	Officer	Other		
HOGAN RANDALL J			Chairman &			
5500 WAYZATA BLVD., SUITE 800	X		Chief Exec.			
GOLDEN VALLEY MN 55416			Officer			

## **Signatures**

/s/ John K. Wilson, Attorney-in-Fact for Randall J. Hogan

\*\*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) Shares surrendered to pay taxes applicable to vesting of restricted stock.

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.

Reporting Owners 2