## Edgar Filing: JONES DAVID A /WI - Form 4

JONES DAVID	A /WI										
Form 4											
October 13, 2009											
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION									PPROVAL		
	UNITED	STATES		RITIES A shington	N OMB Number:	3235-0287					
Check this box if no longer				Expires:	January 31,						
subject to	STATEN	AENT OI	F CHAN		Estimated	2005 average					
Section 16. SECURITIES								burden hou	-		
Form 4 or					_			response	0.5		
Form 5 obligations	-						nge Act of 1934,				
may continue. See Instruction 1(b).				•	•	mpany Act ny Act of 1	of 1935 or Secti 940	lon			
(Print or Type Respondence)	nses)										
1. Name and Address of Reporting Person <u>*</u> JONES DAVID A /WI			2. Issue Symbol	er Name <b>an</b> o	d Ticker o	r Trading	5. Relationship of Reporting Person(s) to Issuer				
			-	AIR INC [	[PNR]		(Check all applicable)				
(Last)	(First) (	Middle)	3. Date of Earliest Transaction				(check an appreable)				
			(Month/	Day/Year)			X Director 10% Owner Officer (give title Other (specify below) below)				
5500 WAYZATA BLVD., SUITE 800			10/12/2	2009							
(Street)			4. If Am	endment, D	ate Origin	al	6. Individual or	Joint/Group Fili	ng(Check		
			onth/Day/Yea	-		Applicable Line)					
GOLDEN VALI	LEY. MN 55	5416					Form filed by	y One Reporting P More than One R			
							Person				
(City) (	(State)	(Zip)	Tab	ole I - Non-l	Derivative	e Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of 2. Tra	ansaction Date	Date 2A. Deeme		3.	4. Securities		5. Amount of	6. Ownership	7. Nature of		
•	th/Day/Year)	Execution	Date, if		onAcquired (A) or		Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Da	v/Year)	Code (Instr. 8)	Disposed (Instr. 3,		Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership		
		(infoliality De	(j, i cui)	(msu: o)	(msu: 5,	i und 5)	Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price	(instr. 5 and 1)				
Reminder: Report on	a separate line	e for each cl	ass of sec	urities bene	ficially ow	ned directly	or indirectly.				
·					-	-	spond to the colle	ection of S	SEC 1474		
					infor requi	mation cont red to resp	ained in this form ond unless the fo ntly valid OMB co	n are not orm	(9-02)		

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount
Derivative Security	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	Derivative	Expiration Date	Underlying Securitie
(Instr. 3)	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Shares
Phantom Stock Units (Deferred Compensation)	\$ 1 <u>(1)</u>	10/12/2009		A <u>(2)</u>		487.231		(3)	(3)	Common Stock	487.2

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JONES DAVID A /WI 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416	Х						
Signatures							
s/ Louis L. Ainsworth, Attorney-in-Fact		10/13/2009	)				

\*\*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) Phantom stock units convert into common stock on a one-for-one basis.
- (2) Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person has no current dispositive or voting power.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- (4) Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.

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.