Edgar Filing: PENTAIR INC - Form 4

PENTAIR IN	С										
Form 4											
December 15,	2004										
FORM	4					antinar			PPROVAL		
	UNITED	STATES		RITIES A shington			COMMISSIO	N OMB Number:	3235-0287		
Check this if no longer	r							Expires:	January 31 2005		
subject to STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. SECURITIES Form 4 or							Estimated burden hou response	average urs per			
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a) of the l	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 940				
(Print or Type Re	esponses)										
1. Name and Address of Reporting Person <u>*</u> MERRIMAN RONALD			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]				5. Relationship of Reporting Person(s) to Issuer				
		A. 1.11 \					(Che	eck all applicabl	e)		
(Last)	(First) (I	Middle)		of Earliest T	ransaction		X Director	100	% Owner		
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 12/13/2004				Officer (give titleOther (specify below) below)				
	(Street)		4. If Am	endment, D	ate Origina	ıl	6. Individual or	Joint/Group Fili	ng(Check		
			Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting				
GOLDEN VALLEY, M	N 55416-1259						Person	More than One K	eporung		
(City)	(State)	(Zip)	Tat	ole I - Non-J	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
	. Transaction Date Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed (Instr. 3, 4	(A) or of (D) 4 and 5) (A) or	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 Indirect Beneficial Ownership (Instr. 4)		
				Code V		(D) Price					
Reminder: Repor	rt on a separate line	e for each cl	ass of sec	urities bene	•	•	•	attan af			
	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.							SEC 1474 (9-02)			
	Tab					posed of, or convertible	Beneficially Owned	d			

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

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(Instr. 3)	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	Amount or Number of Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	12/13/2004		A <u>(2)</u>		24.893		(4)	(4)	Common Stock	24.893

Reporting Owners

Reporting Owner Name / Address	Relationships						
r of the second	Director	10% Owner	Officer	Other			
MERRIMAN RONALD 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1259	Х						
Signatures							
Louis L. Ainsworth, Attorney-In-Fact	12/15						
**Signature of Reporting Person	Da	te					

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) 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.
- (4) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

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.