PENTAIR INC Form 4 March 16, 2005

### FORM 4

#### **OMB APPROVAL**

# UNITED STATES SECURITIES AND EXCHANGE COMMISSION

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

obligations may continue. See Instruction

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).

(Print or Type Responses)

1. Name and Address of Reporting Person \* **DURANT KAREN A** 

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

PENTAIR INC [PNR]

(Check all applicable)

(Last)

(Middle) (First)

3. Date of Earliest Transaction (Month/Day/Year)

10% Owner Other (specify \_X\_\_ Officer (give title

5500 WAYZATA BLVD., SUITE

(Street)

800

03/14/2005

Vice President, Controller

6. Individual or Joint/Group Filing(Check

Director

4. If Amendment, Date Original Filed(Month/Day/Year)

Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

**GOLDEN** 

VALLEY, MN 55416-1261

(City)	(State)	Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned									
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transa Code (Instr.		4. Securities Acquired (A) nor Disposed of (D) (Instr. 3, 4 and 5)  (A) or			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)	
Common Stock			Code	V	Amount	(D)	Price	(Instr. 3 and 4) 60,738.027	D		
Common Stock								10,126.573	I	By Trust	
Common Stock - ESPP	03/14/2005		A <u>(1)</u>	V	22.815	A	\$ 41.091 (2)	2,966.854	D		
Common Stock - ESOP								6,530.2677 (3)	I	By ESOP	

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

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 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.	<ol><li>Date Exerc</li></ol>	cisable and	7. Title a	and	8. Price of	
	Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
	Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
	(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
		Derivative				Securities			(Instr. 3	and 4)		
		Security				Acquired						
						(A) or						
						Disposed						
						of (D)						
						(Instr. 3,						
						4, and 5)						
									Δ	mount		
									or			
						Date	Expiration	Title N				
							Exercisable Date	of				
					Code V	(A) (D)				hares		
						(1-)			- 01			

### **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DURANT KAREN A 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261

Vice President, Controller

### **Signatures**

Louis L. Ainsworth, Attorney-In-Fact 03/16/2005

\*\*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) Purchase of shares under the Pentair, Inc. Employee Stock Purchase Plan in exempt transaction pursuant to Rule 16b-3(c).
- (2) 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.
- (3) End-of-period holdings include ESOP allocation and shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).

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

9. Nu Deriv Secur Bene Own Follo Repo Trans

**SEC 1474** 

(9-02)