JOHRI AKHIL Form 3 May 03, 2013

FORM 3

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

OMB APPROVAL

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INITIAL STATEMENT OF BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person * Statement PALL CORP [PLL] JOHRI AKHIL (Month/Day/Year) 05/01/2013 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) PALL CORPORATION,, Â 25 (Check all applicable) HARBOR PARK DRIVE, (Street) 6. Individual or Joint/Group 10% Owner Director _X__ Officer Other Filing(Check Applicable Line) (give title below) (specify below) _X_ Form filed by One Reporting Chief Financial Officer Person **PORT** Form filed by More than One WASHINGTON, NYÂ 11050 Reporting Person (City) (State) (Zip) Table I - Non-Derivative Securities Beneficially Owned 4. Nature of Indirect Beneficial 1. Title of Security 2. Amount of Securities Beneficially Owned Ownership Ownership (Instr. 4) (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Â Common Stock 0 D Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly. Persons who respond to the collection of information contained in this form are not

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

required to respond unless the form displays a

currently valid OMB control number.

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title	Security	Direct (D)	

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	Date Exercisable	Expiration Date		Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Rights to Buy)	05/01/2014	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2015	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2016	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2017	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2014	05/01/2020	Common Stock	20,172	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2015	05/01/2020	Common Stock	20,172	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2016	05/01/2020	Common Stock	20,172	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2017	05/01/2020	Common Stock	20,173	\$ 66.12	D	Â
Restricted Stock Units	05/01/2017	05/01/2017	Common Stock	11,310.17	\$ <u>(1)</u>	D	Â
Restricted Stock Units	05/01/2017	05/01/2017	Common Stock	22,620.34	\$ (2)	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships				
. 0	Director	10% Owner	Officer	Other	
JOHRI AKHIL					
PALL CORPORATION,	â	â	Chief Financial Officer	Â	
25 HARBOR PARK DRIVE,	А	A	A Chief Financial Officer	А	
PORT WASHINGTON, NY 11050					

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Akhil
Johri

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 2, provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, retirement or an involuntary termination

Reporting Owners 2

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within twenty-four months following a change in control of the Issuer, in any of which events the Units may vest in whole or in part.

The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in

Column 2, provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, retirement or an involuntary termination, in any of which events the Units may vest in whole or in part.

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.