**KRASNOFF ERIC** Form 4/A January 28, 2009

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 

3235-0287 Number: January 31, Expires:

**OMB APPROVAL** 

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Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

(Print or Type Responses)

1(b).

1. Name and Address of Reporting Person * KRASNOFF ERIC	2. Issuer Name <b>and</b> Ticker or Trading Symbol PALL CORP [PLL]	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check all applicable)		
C/O PALL CORPORATION, 2200 NORTHERN BLVD.	(Month/Day/Year) 01/19/2009	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year) 01/21/2009	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
EAST HILLS, NY 11548		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tal	ble I - Non	-Derivative Sec	urities	s Acquire	d, Disposed of, o	r Beneficially	y Owned
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities A	cquire	d (A) or	5. Amount of	6.	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	Transactio	orDisposed of (D	))		Securities	Ownership	Indirect
(Instr. 3)		any	Code	(Instr. 3, 4 and	5)		Beneficially	Form:	Beneficial
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership
							Following	or Indirect	(Instr. 4)
					(4)		Reported	(I)	
					(A)		Transaction(s)	(Instr. 4)	
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common			Couc v	Amount	(D)		92 075 704		
Common Stock	01/19/2009		M	17,523.794	A	\$ 25.72	83,975.794 (1) (2)	D	

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

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.

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

## Edgar Filing: KRASNOFF ERIC - Form 4/A

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactio Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amo Underlying Secur (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha
Restricted Stock Units (3)	\$ 0	01/19/2009		M	17,523.794	01/19/2009	01/19/2009	Common Stock	17
Restricted Stock Units (3)	\$ 0	01/19/2009		F	8,948	01/19/2009	01/19/2009	Common Stock	

## **Reporting Owners**

Krasnoff.

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
KRASNOFF ERIC C/O PALL CORPORATION 2200 NORTHERN BLVD. EAST HILLS, NY 11548	X		Chairman and CEO				
Signatures							
/s/ Jeff Molin Attorney-in-Fact	for Eric		01/21/2009				

\*\*Signature of Reporting Person

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).

Date

- (1) Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and step-daughter. Mr. Krasnoff disclaims beneficial ownership of these shares.
- (2) Does not include 1,436 shares held indirectly by spouse.
- 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 6 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 termination of employment without cause, 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.

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