

PENTAIR INC  
Form 4  
March 02, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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**STATEMENT OF CHANGES IN 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 Person \*  
HARRISON DAVID D

(Last) (First) (Middle)  
5500 WAYZATA BLVD., SUITE 800  
(Street)

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PENTAIR INC [PNR]

3. Date of Earliest Transaction (Month/Day/Year)  
02/28/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President, CFO

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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	Amount	(A) or (D)	Price
Common Stock	02/28/2005		M		6,988	A	\$ 16.2735
Common Stock	02/28/2005		M		19,556	A	\$ 17.47
Common Stock	02/28/2005		M		19,377	A	\$ 18.1485
Common Stock	02/28/2005		F		28,693	D	\$ 41.44
Common Stock	03/01/2005		S		500	D	\$ 41.13

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Common Stock	03/01/2005	S	1,000	D	\$ 41.14	193,517.717	D
Common Stock	03/01/2005	S	400	D	\$ 41.16	193,117.717	D
Common Stock	03/01/2005	S	1,100	D	\$ 41.17	192,017.717	D
Common Stock	03/01/2005	S	500	D	\$ 41.18	191,517.717	D
Common Stock	03/01/2005	S	400	D	\$ 41.19	191,117.717	D
Common Stock	03/01/2005	S	500	D	\$ 41.2	190,617.717	D
Common Stock	03/01/2005	S	500	D	\$ 41.21	190,117.717	D
Common Stock	03/01/2005	S	100	D	\$ 41.22	190,017.717	D
Common Stock	03/01/2005	S	100	D	\$ 41.25	189,917.717	D
Common Stock	03/01/2005	S	400	D	\$ 41.26	189,517.717	D
Common Stock	03/01/2005	S	400	D	\$ 41.27	189,117.717	D
Common Stock	03/01/2005	S	400	D	\$ 41.28	188,717.717	D
Common Stock	03/01/2005	S	1,200	D	\$ 41.29	187,517.717	D
Common Stock	03/01/2005	S	300	D	\$ 41.3	187,217.717	D
Common Stock	03/01/2005	S	800	D	\$ 41.31	186,417.717	D
Common Stock	03/01/2005	S	300	D	\$ 41.32	186,117.717	D
Common Stock	03/01/2005	S	800	D	\$ 41.34	185,317.717	D
Common Stock	03/01/2005	S	1,200	D	\$ 41.35	184,117.717	D
Common Stock	03/01/2005	S	300	D	\$ 41.37	183,817.717	D
Common Stock	03/01/2005	S	1,100	D	\$ 41.38	182,717.717	D
	03/01/2005	S	200	D	\$ 41.39	182,517.717	D

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Common Stock							
Common Stock	03/01/2005	S	400	D	\$ 41.4	182,117.717	D
Common Stock	03/01/2005	S	900	D	\$ 41.43	181,217.717	D
Common Stock	03/01/2005	S	200	D	\$ 41.44	181,017.717	D
Common Stock	03/01/2005	S	131	D	\$ 41.45	180,886.717	D

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.**

SEC 1474  
(9-02)

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

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. Transaction Code (Instr. 8)	5. Number of 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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Employee Stock Option (right to buy)	\$ 16.2735	02/28/2005		M	6,988	01/14/2002	01/02/2011	Common Stock
Employee Stock Option (right to buy)	\$ 17.47	02/28/2005		M	19,556	01/02/2004	01/02/2013	Common Stock
Employee Stock Option (right to buy)	\$ 18.1485	02/28/2005		M	19,377	01/02/2003	01/02/2012	Common Stock
Employee Stock	\$ 41.44	02/28/2005		A <sup>(2)</sup>	8,485	02/28/2005 <sup>(3)</sup>	01/02/2012 <sup>(3)</sup>	Common Stock

