

PALL CORP
Form 4
July 16, 2014

FORM 4

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
Egholm Michael

(Last) (First) (Middle)

C/O PALL CORPORATION,, 25
HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/14/2014

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)

Chief Technology Officer

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	07/14/2014		M		962	A	\$ 36.64
Common Stock	07/14/2014		M		963	A	\$ 36.64
Common Stock	07/14/2014		S		625	D	\$ 82.01
Common Stock	07/14/2014		S		1,300	D	\$ 82.04
Common Stock	07/14/2014		M		652	A	\$ 55.67
							962.33
							1,925.33
							1,300.33
							0.33
							652.33

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Common Stock	07/14/2014	S	652	D	\$ 82.03	0.33	D
Common Stock	07/14/2014	M	2,329.331	A	\$ 82.19	2,329.66	D
Common Stock	07/14/2014	F	862	D	\$ 82.19	1,467.66	D

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

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(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 Amount of Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount
Employee Stock Option (Right to Buy)	\$ 36.64	07/14/2014		M	962	07/14/2013 07/14/2017	Common Stock 9
Employee Stock Option (Right to Buy)	\$ 36.64	07/14/2014		M	963	07/14/2014 07/14/2017	Common Stock 9
Employee Stock Option (Right to Buy)	\$ 55.67	07/14/2014		M	652	07/13/2012 07/13/2018	Common Stock 6
Restricted Stock Units	<u>1</u>	07/14/2014		M	2,329.331 <u>(2)</u>	07/14/2014 07/14/2014	Common Stock 2,329

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

Egholm Michael
C/O PALL CORPORATION,
25 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050

Chief Technology Officer

Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Michael
Egholm

07/16/2014

__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) The Units vested and became convertible into shares of Common Stock of the Issuer on a one-for-one basis.
 - (2) Includes 56.009 additional Dividend Equivalent Units.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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