

DENVER ANDREW
Form 4
January 11, 2005

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 *
DENVER ANDREW

(Last) (First) (Middle)

PALL CORPORATION, 2200
NORTHERN BLVD

(Street)

EAST HILLS, NY 11548-1289

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/07/2005

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)
Senior Vice President

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 01/07/2005 | | M | | 12,500 | A | \$ 20.605 |
| Common Stock | 01/07/2005 | | M | | 19,250 | A | \$ 16.13 |
| Common Stock | 01/07/2005 | | S | | 15,900 | D | \$ 27.82 |
| Common Stock | 01/07/2005 | | S | | 100 | D | \$ 27.94 |
| Common Stock | 01/07/2005 | | S | | 8,000 | D | \$ 27.88 |

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Common Stock 01/07/2005 S 7,750 D \$ 28 0 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 | | | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|------------------------------------|-----|-----|--|---|----------------------------|
| | | | | | (A) | (D) | (V) | | Title | Amount or Number of Shares |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 1,397 | | | 04/29/2003 | 04/30/2012 | Common Stock 1,397 |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 1,397 | | | 04/29/2004 | 04/30/2012 | Common Stock 1,397 |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 4,853 | | | 04/29/2003 | 04/28/2012 | Common Stock 4,853 |
| Employee Stock Option (Rights to Buy) | \$ 20.605 | 01/07/2005 | | M | 4,853 | | | 04/29/2004 | 04/28/2012 | Common Stock 4,853 |
| Employee Stock Option (Rights to Buy) | \$ 16.13 | 01/07/2005 | | M | 9,625 | | | 10/03/2003 | 10/04/2012 | Common Stock 9,625 |

Buy)

Employee

Stock

| | | | | | | | | | |
|--------|----------|------------|--|---|-------|------------|------------|-----------------|-------|
| Option | \$ 16.13 | 01/07/2005 | | M | 9,625 | 10/03/2004 | 10/04/2012 | Common Stock | 9,625 |
|--------|----------|------------|--|---|-------|------------|------------|-----------------|-------|

(Rights to Buy)

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DENVER ANDREW PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289 | | | Senior Vice President | |

Signatures

Mary Ann Bartlett as Attorney-in-Fact for Andrew
Denver

01/11/2005

__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).

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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