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LAGESON ANGELA D

Form 4

March 06, 2012

FORM 4

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

OMB

Check this box if no longer subject to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

3235-0287 Number: January 31, Expires:

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OMB APPROVAL

Section 16. Form 4 or Form 5 obligations

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

Estimated average burden hours per response...

may continue. See Instruction

30(h) of the Investment Company Act of 1940 1(b).

(Print or Type Responses)

1. Name and A LAGESON	_		2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			PENTAIR INC [PNR]	(Check all applicable)			
(Last) (First) (Middle) 5500 WAYZATA BLVD., SUITE 800 (Street)			3. Date of Earliest Transaction				
			(Month/Day/Year) 03/03/2012	Director 10% OwnerX Officer (give title Other (specification) below) Sr. Vice President, Secretary			
			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
GOLDEN V	ALLEY, M	N 55416		Form filed by More than One Reporting Person			

GOLDEN VALLEY, MN 55416						Form filed by More than One Reporting Person			
(City)	(State) (Z	Zip) Table	e I - Non-D	erivative :	Securi	ities Acqı	uired, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D)	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)
Common Stock	03/03/2012		F <u>(1)</u>	585	D	\$ 38.18	3,664.106 <u>(2)</u> <u>(3)</u>	D	
Common Stock - Restricted Stock Units							21,771 (3)	D	
Common Stock - ESOP							822.7481 <u>(2)</u>	I	By ESOP

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

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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	2. Conversion	3. Transaction Date (Month/Day/Year)		4.	5. onNumber	6. Date Exerc Expiration D		7. Titl		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/e		Under Securi	rlying	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships

10% Owner Officer Director Other

LAGESON ANGELA D Sr. Vice 5500 WAYZATA BLVD., SUITE 800 President, **GOLDEN VALLEY, MN 55416** Secretary

Signatures

/s/ John K. Wilson, Attorney-in-Fact for Angela D. 03/06/2012 Lageson

> **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) Shares surrendered to pay taxes applicable to vesting of restricted stock and restricted stock units.
- End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported **(2)** pursuant to Section 16(a).
- (3) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.

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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