

JOHRI AKHIL
Form 3
May 03, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
JOHRI AKHIL		(Month/Day/Year)	PALL CORP [PLL]	
(Last)	(First)	(Middle)	05/01/2013	
PALL CORPORATION,, 25 HARBOR PARK DRIVE,			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
PORT WASHINGTON, NY 11050			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			(give title below) (specify below)	<input type="checkbox"/> Form filed by More than One Reporting Person
			Chief Financial Officer	

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	0	D	

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

SEC 1473 (7-02)

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
		Title			

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	Date Exercisable	Expiration Date	Amount or Number of Shares			or Indirect (I) (Instr. 5)	
Employee Stock Options (Rights to Buy)	05/01/2014	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2015	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2016	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2017	05/01/2020	Common Stock	10,086	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2014	05/01/2020	Common Stock	20,172	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2015	05/01/2020	Common Stock	20,172	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2016	05/01/2020	Common Stock	20,172	\$ 66.12	D	Â
Employee Stock Options (Rights to Buy)	05/01/2017	05/01/2020	Common Stock	20,173	\$ 66.12	D	Â
Restricted Stock Units	05/01/2017	05/01/2017	Common Stock	11,310.17	\$ <u>(1)</u>	D	Â
Restricted Stock Units	05/01/2017	05/01/2017	Common Stock	22,620.34	\$ <u>(2)</u>	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JOHRI AKHIL PALL CORPORATION, 25 HARBOR PARK DRIVE, PORT WASHINGTON, NY 11050	Â	Â	Â Chief Financial Officer	Â

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Akhil Johri
Date: 05/03/2013

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 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 2, 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 an involuntary termination

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within twenty-four months following a change in control of the Issuer, in any of which events the Units may vest in whole or in part.

- (2) 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 2, 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 an involuntary termination, 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.

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