

JONES DAVID A /WI
 Form 4
 October 02, 2012

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 *
 JONES DAVID A /WI

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/28/2012

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)

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	09/28/2012		D ⁽¹⁾		5,800	D	0
Common Stock - Restricted Stock Units	09/28/2012		D ⁽¹⁾		2,936	D	0
Common Stock - Deferral Plan	09/28/2012		D ⁽¹⁾		1,338.284 ⁽³⁾ ⁽²⁾	D	0
						I	Plan Agent

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 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 (Instr. 3)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (Deferred Compensation)	(4)	09/28/2012		D ⁽¹⁾	29,831.136	(5)	(5)	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 20.21	09/28/2012		D ⁽¹⁾	10,000	09/11/2004 ⁽⁶⁾	09/11/2013	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 26.45	09/28/2012		D ⁽¹⁾	10,000	02/25/2005 ⁽⁶⁾	02/25/2014	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 40.42	09/28/2012		D ⁽¹⁾	10,000	02/23/2006 ⁽⁶⁾	02/23/2015	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 38.88	09/28/2012		D ⁽¹⁾	10,000	02/21/2007 ⁽⁶⁾	02/21/2016	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 32.73	09/28/2012		D ⁽¹⁾	10,000	02/26/2008 ⁽⁶⁾	02/26/2017	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 34.18	09/28/2012		D ⁽¹⁾	10,000	01/02/2009 ⁽⁶⁾	01/02/2018	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 24.78	09/28/2012		D ⁽¹⁾	17,200	01/02/2010 ⁽⁶⁾	01/02/2019	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 33.38	09/28/2012		D ⁽¹⁾	6,140	01/04/2011 ⁽⁶⁾	01/04/2020	Comm Stock
Nonqualified Stock Option (right to buy)	\$ 36.98	09/28/2012		D ⁽¹⁾	4,242	01/03/2012 ⁽⁶⁾	01/03/2021	Comm Stock

Nonqualified Stock Option (right to buy)	\$ 34.12	09/28/2012		D ⁽¹⁾	6,332	01/03/2013 ⁽⁶⁾	01/03/2022	Comm Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES DAVID A /WI 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416		X		

Signatures

/s/ John K. Wilson, Attorney-in-Fact for David A. Jones	10/02/2012
<u> </u> **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).
Common stock and derivative securities of Pentair, Inc. ("the Issuer") were disposed pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among the Issuer, Tyco International Ltd., Pentair Ltd. (formerly known as Tyco Flow Control International Ltd.), Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, the Issuer became a wholly owned subsidiary of Pentair Ltd., and each share of Issuer common stock was converted into one Pentair Ltd. common share. Derivative securities relating to Issuer common stock were converted into derivative securities relating to an equal number of Pentair Ltd. common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (1) Shares of Pentair, Inc. common stock will be delivered to the reporting person in accordance with their irrevocable deferral election.
 - (2) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
 - (3) Phantom stock units convert into common stock on a one-for-one basis.
 - (4) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
 - (5) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

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.