

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      |  |
| Â JOHRI AKHIL  |          | (Month/Day/Year)                     | PALL CORP [PLL]                                  |  |
| (Last)   | (First)  | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
|  |          | 05/01/2013                           |  |  |
| PALL CORPORATION,,Â 25 HARBOR PARK DRIVE,                              |          |                                      | (Check all applicable)                           |  |
|  | (Street) |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                   |
|  |          |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other                       |
|  |          |                                      | (give title below)                               | (specify below)                                      |
|  |          |                                      | Chief Financial Officer                          |  |
| 6. Individual or Joint/Group Filing(Check Applicable Line)             |          |                                      |  |  |
| <input checked="" type="checkbox"/> Form filed by One Reporting Person |          |                                      |  |  |
| <input type="checkbox"/> Form filed by More than One Reporting Person  |          |                                      |  |  |

PORT  
WASHINGTON,Â NYÂ 11050  
(City) (State) (Zip)

**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  | Â   |

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) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

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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 | \$ <sup>(1)</sup> | D                          | Â |
| Restricted Stock Units                 | 05/01/2017       | 05/01/2017      | Common Stock               | 22,620.34 | \$ <sup>(2)</sup> | D                          | Â |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                           |       |
|--|---------------|-----------|---------------------------|-------|
|  | Director      | 10% Owner | Officer                   | Other |
| JOHRI AKHIL<br>PALL CORPORATION,<br>25 HARBOR PARK DRIVE,<br>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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