

PENTAIR INC  
Form 8-K  
February 06, 2007

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**  
**FORM 8-K**  
**CURRENT REPORT**  
**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**  
**Date of Report (Date of earliest event reported): February 6, 2007**  
**Commission file number 1-11625**  
**Pentair, Inc.**

**(Exact name of Registrant as specified in its charter)**

**Minnesota**

**41-0907434**

**(State or other jurisdiction of incorporation or organization)**

**(I.R.S. Employer Identification number)**

**5500 Wayzata Blvd, Suite 800, Golden Valley, Minnesota**

**55416**

**(Address of principal executive offices)**

**(Zip code)**

**Registrant's telephone number, including area code: (763) 545-1730**

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
-

**ITEM 2.02 Results of Operations and Financial Condition**

On February 6, 2007, Pentair, Inc. issued a press release announcing its earnings for the fourth quarter and fiscal year 2006 and a conference call in connection therewith. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

The information contained in this Current Report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act ) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 9.01 Financial Statements and Exhibits**

(a) Financial Statements of Businesses Acquired  
Not applicable.

(b) Pro Forma Financial Information  
Not applicable.

(c) Shell Company Transactions  
Not applicable

(d) Exhibits

The following exhibits are provided as part of the information furnished under Item 2.02 of this Current Report on Form 8-K:

Exhibit	Description
99.1	Pentair, Inc. press release dated February 6, 2007 announcing the earnings results for the fourth quarter and fiscal year 2006.
99.2	Pentair, Inc. reconciliation of GAAP As Reported year ended December 31, 2006 to the Adjusted non-GAAP excluding the effect of third quarter 2006 one-time charges.

---

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on February 6, 2007.

PENTAIR, INC.  
Registrant

By /s/ Randall J. Hogan  
Randall J. Hogan  
Chairman and Chief Executive Officer

---

**PENTAIR, INC.**

Exhibit Index to Current Report on Form 8-K

Dated February 6, 2007

Exhibit Number	Description
99.1	Pentair, Inc. press release dated February 6, 2007 announcing the earnings results for the fourth quarter and fiscal year 2006.
99.2	Pentair, Inc. reconciliation of GAAP As Reported year ended December 31, 2006 to the Adjusted non-GAAP excluding the effect of third quarter 2006 one-time charges.