#### Edgar Filing: HAGGERTY CHARLES A - Form 4

| Form 4   | CHARLES A                           | L                   |          |   |   |         |            |  |  |   |  |  |
|--|-------------------------------------|---------------------|----------|---|---|---------|------------|--|--|---|--|--|
| October 02, 2  | 2012                                |                     |          |   |   |         |            |  |  |   |  |  |
| FORM   | $ 4 _{\text{UNITED}}$               | о статес            | SECUE    |   | ND FYCH   |         | F CO       | MMISSION   |  | PROVAL  |  |  |
|  |                                     | DSTATES             |          |   | D.C. 20549  |         | ECO        |  | OMB<br>Number:   | 3235-0287   |  |  |
| Check thi<br>if no long  | or                                  |                     |          |   |   |         |            |  | Expires:   | January 31,   |  |  |
| subject to<br>Section 16.<br>Form 4 or                         |                                     |                     |          | IANGES IN BENEFICIAL OWNERSHIP OF<br>SECURITIES   |   |         |            |  | Estimated a burden hour response   | •   |  |  |
| Form 5<br>obligation<br>may cont<br><i>See</i> Instru<br>1(b). | $\frac{18}{1000}$ Section 1'        | 7(a) of the 1       | Public U | tility Hold                                       |   | ny Ac   | t of 1     | Act of 1934,<br>935 or Section   |  |   |  |  |
| (Print or Type F   | Responses)                          |                     |          |   |   |         |            |  |  |   |  |  |
|  | ddress of Reportin<br>Y CHARLES A   | -                   | Symbol   |   | I Ticker or Trad                                      | ling    |            | . Relationship of I<br>ssuer   | Reporting Pers   | on(s) to  |  |  |
| (Last)   | (First)                             | (Middle)            |          | PENTAIR INC [PNR] 3. Date of Earliest Transaction |   |         |            | (Check all applicable)   |  |   |  |  |
|  |                                     |                     |          | Day/Year)<br>2012                                 |   |         |            | _X_Director10% Owner<br>Officer (give titleOther (specify<br>below)below)                      |  |   |  |  |
|  | (Street)                            |                     |          | ndment, Da<br>1th/Day/Year                        | nte Original  |         | А          | . Individual or Joi<br>pplicable Line)<br>X_Form filed by Oi<br>_Form filed by Mo              | ne Reporting Per   | rson  |  |  |
| GOLDEN V   | ALLEY, MN :                         | 55416               |          |   |   |         | P          | erson  |  | porting   |  |  |
| (City)   | (State)                             | (Zip)               | Tabl     | e I - Non-D                                       | Derivative Secu                                       | ırities | Acqui      | red, Disposed of,  | or Beneficiall   | y Owned   |  |  |
| 1.Title of<br>Security<br>(Instr. 3)                           | 2. Transaction Da<br>(Month/Day/Yea | r) Execution<br>any |          | 3.<br>Transactio<br>Code<br>(Instr. 8)            | 4. Securities 2<br>our Disposed of<br>(Instr. 3, 4 an | of (D)  | ed (A)     | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s) | 6.<br>Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |  |  |
| a  |                                     |                     |          | Code V  | Amount  | (D)     | Price      | (Instr. 3 and 4)   |  |   |  |  |
| Common<br>Stock  | 09/28/2012                          |                     |          | D <u>(1)</u>                                      | 18,000  | D       | <u>(1)</u> | 0  | D  |   |  |  |
| Common<br>Stock  | 09/28/2012                          |                     |          | D <u>(1)</u>                                      | 73,743  | D       | <u>(1)</u> | 0  | Ι  | By Trust  |  |  |
| Common<br>Stock -<br>Restricted<br>Stock Units                 | 09/28/2012                          |                     |          | D <u>(1)</u>                                      | 2,936   | D       | <u>(1)</u> | 0  | D  |   |  |  |
| Common<br>Stock -<br>Deferral                                  | 09/28/2012                          |                     |          | D <u>(1)</u>                                      | 1,338.284<br>(2) (3)                                  | D       | <u>(1)</u> | 0  | Ι  | Plan<br>Agent   |  |  |

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

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of<br>Derivative Security<br>(Instr. 3)  | 2.<br>Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | <ul> <li>3A. Deemed</li> <li>Execution Date, if</li> <li>any</li> <li>(Month/Day/Year)</li> </ul> | 4. 5. Number of<br>TransactiorDerivative<br>Code Securities Acquired<br>(Instr. 8) (A) or Disposed of<br>(D)<br>(Instr. 3, 4, and 5) |     | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) |                       | 7. Title a<br>Underlyi<br>(Instr. 3 |               |
|---|---|---|---|--|-----|--|-----------------------|-------------------------------------|---------------|
|   |   |   |   | Code V   | (A) | (D)  | Date Exercisable      | Expiration<br>Date                  | Title         |
| Phantom Stock<br>Units (Deferred<br>Compensation) | <u>(4)</u>  | 09/28/2012                              |   | D <u>(1)</u>   |     | 59,016.083   | <u>(5)</u>            | (5)                                 | Comm<br>Stocl |
| Phantom Stock<br>Units (Equity<br>Compensation)   | <u>(4)</u>  | 09/28/2012                              |   | D <u>(1)</u>   |     | 20,750.749   | <u>(5)</u>            | (5)                                 | Comm<br>Stoci |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 40.42  | 09/28/2012                              |   | D <u>(1)</u>   |     | 10,000   | 02/23/2006 <u>(6)</u> | 02/23/2015                          | Comm<br>Stocl |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 39.01  | 09/28/2012                              |   | D <u>(1)</u>   |     | 1,514  | 03/23/2005(7)         | 02/25/2013                          | Comm<br>Stocl |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 39.01  | 09/28/2012                              |   | D <u>(1)</u>   |     | 2,259  | 03/23/2005(7)         | 02/25/2014                          | Comm<br>Stocl |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 38.88  | 09/28/2012                              |   | D <u>(1)</u>   |     | 10,000   | 02/21/2007(6)         | 02/21/2016                          | Comm<br>Stocl |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 32.73  | 09/28/2012                              |   | D <u>(1)</u>   |     | 10,000   | 02/26/2008(6)         | 02/26/2017                          | Comm<br>Stocl |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 34.18  | 09/28/2012                              |   | D <u>(1)</u>   |     | 10,000   | 01/02/2009(6)         | 01/02/2018                          | Comm<br>Stocl |
| Nonqualified<br>Stock Option<br>(right to buy)    | \$ 24.78  | 09/28/2012                              |   | D <u>(1)</u>   |     | 11,467   | 01/02/2010(6)         | 01/02/2019                          | Comm<br>Stocl |

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| Nonqualified<br>Stock Option<br>(right to buy) | \$ 33.38 | 09/28/2012 | D <u>(1)</u> | 6,140 | 01/04/2011 <u>(6)</u> | 01/04/2020 | Comm<br>Stocl |
|--|----------|------------|--------------|-------|-----------------------|------------|---------------|
| Nonqualified<br>Stock Option<br>(right to buy) | \$ 36.98 | 09/28/2012 | D <u>(1)</u> | 4,242 | 01/03/2012 <u>(6)</u> | 01/03/2021 | Comm<br>Stoci |
| Nonqualified<br>Stock Option<br>(right to buy) | \$ 34.12 | 09/28/2012 | D <u>(1)</u> | 6,332 | 01/03/2013 <u>(6)</u> | 01/03/2022 | Comm<br>Stocl |

## **Reporting Owners**

| <b>Reporting Owner Name / Address</b>  | Relationships |           |         |       |  |  |  |
|--|---------------|-----------|---------|-------|--|--|--|
|  | Director      | 10% Owner | Officer | Other |  |  |  |
| HAGGERTY CHARLES A<br>5500 WAYZATA BLVD., SUITE 800<br>GOLDEN VALLEY, MN 55416 | Х             |           |         |       |  |  |  |
| Signaturos   |               |           |         |       |  |  |  |

#### Signatures

/s/ John K. Wilson, Attorney-in-Fact for Charles A. Haggerty

\*\*Signature of Reporting Person

### **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

10/02/2012

Date

- Edd., ranno Acquisition Co. and ranno Merger sub, inc. Opon closing of the inerger, the issuer occane a wholly owned substituty 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).
- (2) Shares of Pentair, Inc. common stock will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (3) 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).
- (4) Phantom stock units convert into common stock on a one-for-one basis.
- (5) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.
- (6) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.
- (7) Reload stock option becomes exercisable upon grant and expires on the same date as the original option 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.