Edgar Filing: PENTAIR INC - Form 4

DENITA ID INC

Form 4										
March 15, 2006										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							9PROVAL 3235-0287			
Check this box		Washington, D.C. 20549 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							January 31,	
if no longer subject to Section 16. Form 4 or Form 5									2005 average rs per 0.5	
obligations may continue. <i>See</i> Instruction 1(b).										
(Print or Type Respon	nses)									
1. Name and Address of Reporting Person <u>*</u> MEOZZI AUGUSTO			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (Mi	iddle)	3. Date of Earliest Transaction			(Check all applicable)				
5500 WAYZATA BLVD., SUITE 800			(Month/Day/Year) 03/13/2006				_X_ Director 10% Owner Officer (give title Other (specify below) below)			
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
GOLDEN VALLEY, MN 5	55416-1261						Person	More than One Re	eporting	
(City) ((State) (Z	Zip)	Table	I - Non-De	erivative S	ecurities Ac	quired, Disposed o	of, or Beneficial	ly Owned	
(Instr. 3) any		Execution any	on Date, if Transaction Code		4. Securities nAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock				Code V	Amount	(D) Price	(Instr. 3 and 4) 9,891	D		
Common Stock							400	Ι	By Spouse	

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 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. Transactic Code (Instr. 8)	e Securities (Month			7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	03/13/2006		A <u>(2)</u>	248.134	(3)	(3)	Common Stock	248.1

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
MEOZZI AUGUSTO 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	Х					
Signatures						
Louis L. Ainsworth, Attorney-In-Fact	03/13	/2006				
**Signature of Reporting Person	Da	te				

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).
- (1) Phantom stock units convert into common stock on a one-for-one basis.
- (2) Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person has no current dispositive or voting power.
- (4) Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.
- (3) Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

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.