

HARRISON DAVID D
Form 4
February 08, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
HARRISON DAVID D

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE 800
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Executive Vice President, CFO

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
____ Form filed by More than One Reporting Person

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/06/2006		M		29,334	A	\$ 17.47
Common Stock	02/06/2006		M		36,666	A	\$ 22.88
Common Stock	02/06/2006		M		14,978	A	\$ 26.7
Common Stock	02/06/2006		F		57,986	D	\$ 37.92
Common Stock	02/08/2006		S		1,000	D	\$ 37.92

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Common Stock	02/08/2006	S	100	D	\$ 37.94	188,838.717	D
Common Stock	02/08/2006	S	200	D	\$ 37.98	188,638.717	D
Common Stock	02/08/2006	S	200	D	\$ 38	188,438.717	D
Common Stock	02/08/2006	S	2,500	D	\$ 38.05	185,938.717	D
Common Stock	02/08/2006	S	1,000	D	\$ 38.06	184,938.717	D
Common Stock	02/08/2006	S	1,000	D	\$ 38.09	183,938.717	D
Common Stock	02/08/2006	S	1,700	D	\$ 38.1	182,238.717	D
Common Stock	02/08/2006	S	300	D	\$ 38.11	181,938.717	D
Common Stock	02/08/2006	S	1,000	D	\$ 38.12	180,938.717	D
Common Stock	02/08/2006	S	4,000	D	\$ 38.13	176,938.717	D
Common Stock	02/08/2006	S	200	D	\$ 38.16	176,738.717	D
Common Stock	02/08/2006	S	400	D	\$ 38.17	176,338.717	D
Common Stock	02/08/2006	S	1,400	D	\$ 38.18	174,938.717	D
Common Stock	02/08/2006	S	2,905	D	\$ 38.19	172,033.717	D
Common Stock	02/08/2006	S	1,000	D	\$ 38.4	171,033.717	D
Common Stock	02/08/2006	S	1,000	D	\$ 38.41	170,033.717	D

Common Stock						203.228	I	By Spouse under UTMA
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

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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. 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 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 17.47	02/06/2006		M	29,334	01/02/2004 01/02/2013	Common Stock
Employee Stock Option (right to buy)	\$ 22.88	02/06/2006		M	36,666	01/02/2005 01/02/2014	Common Stock
Employee Stock Option (right to buy)	\$ 26.7	02/06/2006		M	14,978	02/06/2004 02/23/2010	Common Stock
Employee Stock Option (right to buy)	\$ 37.92	02/06/2006		A ⁽²⁾	22,122	02/06/2006 ⁽³⁾ 01/02/2014 ⁽³⁾	Common Stock
Employee Stock Option (right to buy)	\$ 37.92	02/06/2006		A ⁽²⁾	13,514	02/06/2006 ⁽³⁾ 01/02/2013 ⁽³⁾	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HARRISON DAVID D 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261			Executive Vice President, CFO	

Signatures

Louis L. Ainsworth,
Attorney-In-Fact

02/08/2006

__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).

(3) Reload stock option becomes exercisable upon grant and expires on the same date as the original option grant.

(2) Employee reload stock option granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan.

On May 17, 2004, Pentair declared a 2-for-1 stock split in the form of a 100 percent stock dividend payable on June 8, 2004, to
(1) shareholders of record as of June 1, 2004. This previously reported stock option and exercise price have been adjusted to reflect the stock split.

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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