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PENTAIR II Form 4	NC											
June 14, 200	5											
FORM	$14_{\mathbf{UNITED}}$	STATES	SECU	DITIES	A NID EV		E COMMISSION	т	OMB APPROVAL			
	UNITED	STATES		shington				OMB Number:	3235-0287			
Check th if no long	Tet.							Expires:	January 31, 2005			
subject to STATEMENT OF CHANGES IN BENEFICIAL OWN Section 16. SECURITIES Form 4 or								Estimated burden hou response	average urs per			
Form 5 obligations may continue. See Instruction 1(b). 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 I	Responses)											
1. Name and A JONES DA	Symbol	er Name an AIR INC		r Trading	5. Relationship of Reporting Person(s) to Issuer							
(Last)	(First) ((Middle) 3. Date of Earliest Transaction				(Check all applicable)						
5500 WAYZATA BLVD., SUITE 800			(Month/ 06/13/2	Day/Year) 2005			X_ Director10% Owner Officer (give titleOther (specify below) below)					
				endment, D onth/Day/Yea	-	al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
VALLEY, I	MN 55416-1261						reison					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
		C 1 1	C		Amount	(D) Price						
Reminder: Rep	oort on a separate line	e for each cl	ass of sec	urities bene	-	-	or indirectly.	ction of	SEC 1474			
					inforı requi	nation con red to resp ays a curre	tained in this form ond unless the for ntly valid OMB co	i are not rm	(9-02)			

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr.	8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
Phantom Stock Units - Deferred Compensation	\$ 1 <u>(1)</u>	06/13/2005		A <u>(2)</u>		106.907		(4)	(4)	Common Stock	106.9

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 9	Director	10% Owner	Officer	Other			
JONES DAVID A /WI 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261	Х						
Signatures							
Louis L. Ainsworth, Attorney-in-Fact	06/14	/2005					

<u>**</u>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).

Date

- (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.
- (3) 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.
- (4) 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.