Edgar Filing: KOURY FREDERICK S - Form 4

| KOURY FRE | EDERICK S | | | | | | | |
|--|---|--|--|--|--|--|---|--|
| Form 4 | | | | | | | | |
| January 05, 2 | 006 | | | | | | | |
| FORM | Δ ΄ | | | | | OMB A | PPROVAL | |
| | UNITED S | | | ND EXCHANGE D.C. 20549 | E COMMISSION | OMB Number: | 3235-0287 | |
| Check this | | STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | | |
| if no longe subject to | er STATEM | | | | | | | |
| | Section 16. SECURITIES Form 4 or | | | | | burden hou | | |
| Form 4 or Form 5 | | | | | | response | . 0.5 | |
| 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 R | esponses) | | | | | | | |
| 1. Name and Address of Reporting Person <u>*</u> KOURY FREDERICK S | | | 2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR] | | 5. Relationship of Reporting Person(s) to Issuer | | | |
| (Lest) | (Einst) (M | | - | - | (Chec | k all applicabl | e) | |
| (Last) | (First) (M | , | e of Earliest Tr h/Day/Year) | ansaction | Director | 100 | % Owner | |
| 5500 WAYZ 800 | | 8/2006 | | Diffect of Other (specify X Officer (give title Other (specify below) below) Sr. Vice President, HR | | | | |
| (Street) 4. If Amendment, Date Origin Filed(Month/Day/Year) | | | - | 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person | | | | |
| GOLDEN VALLEY, M | 1N 55416-1261 | | | | Form filed by M Person | Iore than One R | eporting | |
| (City) | | Zip) a | | | | | | |
| (City) | (Suite) (| | able I - Non-E | Perivative Securities A | Acquired, Disposed of | , or Beneficia | lly Owned | |
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date any (Month/Day/Yo | Code | 4. Securities onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | Securities Beneficially Owned | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) | |

Common 01/03/2006 Stock

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

 $A^{(1)}$

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

Reported

Transaction(s)

(Instr. 3 and 4)

38,757.391

D

(A)

or

А

\$0

Code V Amount (D) Price

7,500

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

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

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| 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. Transacti Code (Instr. 8) | 5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount Underlying Securitie (Instr. 3 and 4) | |
|---|---|---|---|---------------------------------------|--|--|--------------------|---|------------------------------|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amou or Numb of Sha |
| Employee Stock Option (right to buy) | \$ 34.28 | 01/03/2006 | | A <u>(2)</u> | 50,000 | 01/03/2007 <u>(3)</u> | 01/03/2016 | Common Stock | 50,0 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | |
|--|---------------|-----------|------------------------|-------|--|--|
| | Director | 10% Owner | Officer | Other | | |
| KOURY FREDERICK S 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261 | | | Sr. Vice President, HR | | | |
| Signatures | | | | | | |
| Louis L. Ainsworth, Attorney-in-Fact | 01/05 | /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).
- (2) Employee stock option granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan.
- (1) Restricted stock granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan. Shares remain subject to a vesting condition under the stock incentive plan.
- (3) One-third of the stock options become exercisable on the first, second, and third anniversary of the 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.