

Platz Wolfgang
Form 3
February 18, 2011

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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)

| | | | | | |
|--|---|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Platz Wolfgang</p> <p>(Last) (First) (Middle)</p> <p>C/O PALL CORPORATION, 25 HARBOR PARK DRIVE</p> <p>(Street)</p> <p>PORT WASHINGTON, NY 11050</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>02/09/2011</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PALL CORP [PLL]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Group VP, Pres. Industrial</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> | <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|---|--|---|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Common Stock | 3,404.881 | D | ^ |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|---|---------------------|--------------------|-----------------|----------------------------------|----------|--|---|
| Employee Stock Options (Rights to Buy) | 10/03/2005 | 10/02/2012 | Common Stock | 250 | \$ 16.13 | D | Â |
| Employee Stock Options (Rights to Buy) | 10/03/2006 | 10/02/2012 | Common Stock | 2,750 | \$ 16.13 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2006 | 07/27/2012 | Common Stock | 600 | \$ 30.83 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2007 | 07/27/2012 | Common Stock | 600 | \$ 30.83 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2008 | 07/27/2012 | Common Stock | 600 | \$ 30.83 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2009 | 07/27/2012 | Common Stock | 600 | \$ 30.83 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2007 | 07/27/2013 | Common Stock | 600 | \$ 25.85 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2008 | 07/27/2013 | Common Stock | 600 | \$ 25.85 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2009 | 07/27/2013 | Common Stock | 600 | \$ 25.85 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/27/2010 | 07/27/2013 | Common Stock | 600 | \$ 25.85 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/17/2008 | 07/17/2014 | Common Stock | 437 | \$ 48.72 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/17/2009 | 07/17/2014 | Common Stock | 438 | \$ 48.72 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/17/2010 | 07/17/2014 | Common Stock | 437 | \$ 48.72 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/17/2011 | 07/17/2014 | Common Stock | 438 | \$ 48.72 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/15/2009 | 07/15/2015 | Common Stock | 1,037 | \$ 39.02 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/15/2010 | 07/15/2015 | Common Stock | 1,038 | \$ 39.02 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/15/2011 | 07/15/2015 | Common Stock | 1,037 | \$ 39.02 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/15/2012 | 07/15/2015 | Common Stock | 1,038 | \$ 39.02 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/16/2010 | 07/16/2016 | Common Stock | 985 | \$ 28.11 | D | Â |

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| | | | | | | | |
|--|------------|------------|--------------|--------------------------|---------------|---|---|
| Employee Stock Options (Rights to Buy) | 07/16/2011 | 07/16/2016 | Common Stock | 985 | \$ 28.11 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/16/2012 | 07/16/2016 | Common Stock | 985 | \$ 28.11 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/16/2013 | 07/16/2016 | Common Stock | 985 | \$ 28.11 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2011 | 07/14/2017 | Common Stock | 962 | \$ 36.64 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2012 | 07/14/2017 | Common Stock | 963 | \$ 36.64 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2013 | 07/14/2017 | Common Stock | 962 | \$ 36.64 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2014 | 07/14/2017 | Common Stock | 963 | \$ 36.64 | D | Â |
| Restricted Stock Units | 07/17/2011 | 07/17/2011 | Common Stock | 1,155.444 ⁽¹⁾ | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 07/15/2012 | 07/15/2012 | Common Stock | 1,998.323 ⁽³⁾ | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 07/16/2013 | 07/16/2013 | Common Stock | 2,319.265 ⁽⁴⁾ | \$ <u>(2)</u> | D | Â |
| Restricted Stock Units | 07/14/2014 | 07/14/2014 | Common Stock | 4,970.751 ⁽⁵⁾ | \$ <u>(2)</u> | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Platz Wolfgang C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 | Â | Â | Â Group VP, Pres. Industrial | Â |

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Wolfgang Platz 02/18/2011

__Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) This amount includes 65.444 dividend equivalent units.
- (2) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in column 2, provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the

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Units will be forfeited unless termination of employment occurs because of death, disability or retirement, in any of which events the Units may vest in whole or in part.

(3) This amount includes 88.323 dividend equivalent units.

(4) This amount includes 59.265 dividend equivalent units.

(5) This amount includes 40.751 dividend equivalent units.

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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