

Stauch John L
 Form 4
 October 02, 2012

FORM 4

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

OMB APPROVAL

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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 *
 Stauch John L

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
 09/28/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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

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	09/28/2012		D ⁽¹⁾		26,774	D	<u>1</u> 0	I	By Spouse Trust
Common Stock - ESPP	09/28/2012		D ⁽¹⁾		1,201.56 ⁽²⁾	D	<u>1</u> 0	D	
Common Stock - Restricted Stock Units	09/28/2012		D ⁽¹⁾		109,863	D	<u>1</u> 0	D	
	09/28/2012		D ⁽¹⁾			D	<u>1</u> 0	I	

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Common Stock - Deferral Plan				9,144.718 <u>(4)</u> <u>(3)</u>					Plan Agent
Common Stock - ESOP	09/28/2012		<u>D</u> ⁽¹⁾	403.1483 <u>(5)</u>	D	<u>(1)</u>	0	I	By ESOP

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

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(9-02)

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 Amount Underlying Security (Instr. 3 and 4)	Amount Number Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 33.01	09/28/2012		<u>D</u> ⁽¹⁾	121,000	02/15/2008 ⁽⁶⁾ 02/15/2017	Common Stock	121,000	
Employee Stock Option (right to buy)	\$ 31.56	09/28/2012		<u>D</u> ⁽¹⁾	12,500	03/01/2008 ⁽⁶⁾ 03/01/2017	Common Stock	12,500	
Employee Stock Option (right to buy)	\$ 34.18	09/28/2012		<u>D</u> ⁽¹⁾	112,500	01/02/2009 ⁽⁶⁾ 01/02/2018	Common Stock	112,500	
Employee Stock Option (right to buy)	\$ 24.78	09/28/2012		<u>D</u> ⁽¹⁾	95,000	01/02/2010 ⁽⁶⁾ 01/02/2019	Common Stock	95,000	
	\$ 33.38	09/28/2012		<u>D</u> ⁽¹⁾	119,220	01/04/2011 ⁽⁶⁾ 01/04/2020		119,220	

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