

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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**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 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 |
|--------------|--|--|--|--|--|---------|---|----------------------|

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 <sup>(2)</sup>               | 22,122  | 02/06/2006 <sup>(3)</sup> 01/02/2014 <sup>(3)</sup>      | Common Stock                             |
| Employee Stock Option (right to buy)       | \$ 37.92   | 02/06/2006                           |  | A <sup>(2)</sup>               | 13,514  | 02/06/2006 <sup>(3)</sup> 01/02/2013 <sup>(3)</sup>      | Common Stock                             |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| HARRISON DAVID D<br>5500 WAYZATA BLVD.<br>SUITE 800<br>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.

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