

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-03**

SEC Accession No. **0000077360-06-000003**

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REPORTING OWNER

AINSWORTH LOUIS L

CIK: **1189037**

Type: **4** | Act: **34** | File No.: **000-04689** | Film No.: **06514305**

Mailing Address

5500 WAYZATA BLVD.

SUITE 800

GOLDEN VALLEY MN 55416

ISSUER

PENTAIR INC

CIK: **77360** | IRS No.: **410907434** | State of Incorporation: **MN** | Fiscal Year End: **1231**

SIC: **3550** Special industry machinery (no metalworking machinery)

Mailing Address

5500 WAYZATA BLVD.

SUITE 800

GOLDEN VALLEY MN 55416

Business Address

5500 WAYZATA BLVD.

SUITE 800

GOLDEN VALLEY MN 55416

763-545-1730

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

1. Name and Address of Reporting Person AINSWORTH LOUIS L			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) ____ Director _____ 10% Owner <input checked="" type="checkbox"/> Officer (give title below) _____ Other (specify below) Sr. Vice President, Secretary		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/03/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person ____ Form Filed by More than One Reporting Person		
5500 WAYZATA BLVD., SUITE 800			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	01/03/2006		A	(1)	7,500	A	\$ 0	122,080.728	D	
Common Stock	01/03/2006		F	(2)	1,805	D	\$34.28	120,275.728	D	
Common Stock	01/03/2006		S	(3)	4,900	D	\$34.5	115,375.728	D	
Common Stock	01/03/2006		S	(3)	100	D	\$34.54	115,275.728	D	
Common Stock								3,610.81	I	By Spouse

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 of Securities Underlying Derivative Security (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date						Title
Employee Stock Option (right to buy)	\$34.28	01/03/2006		A	(4)		50,000	01/03/2007 (5)	01/03/2016	Common Stock	50,000	\$ 0	50,000	D	

Explanation of Responses:

2. Shares surrendered to pay taxes applicable to vesting of restricted stock.
4. Employee stock option granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan.
3. The reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 1, 2005.
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.
5. One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

Signatures

Louis L Ainsworth

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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 Number.