

# SECURITIES AND EXCHANGE COMMISSION

## FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2013-01-14** | Period of Report: **2013-01-10**  
SEC Accession No. [0001140361-13-002023](#)

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### REPORTING OWNER

#### **Egholm Michael**

CIK: **1559779**

Type: **4** | Act: **34** | File No.: **001-04311** | Film No.: **13528955**

Mailing Address

*C/O PALL CORPORATION  
25 HARBOR PARK DRIVE  
PORT WASHINGTON NY  
11050*

### ISSUER

#### **PALL CORP**

CIK: **75829** | IRS No.: **111541330** | State of Incorp.: **NY** | Fiscal Year End: **0731**  
SIC: **3569** General industrial machinery & equipment, nec

Mailing Address

*25 HARBOR PARK DRIVE  
PORT WASHINGTON NY  
11050*

Business Address

*25 HARBOR PARK DRIVE  
PORT WASHINGTON NY  
11050  
5164845400*

# FORM 4

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

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

### OMB APPROVAL

OMB Number: 3235-0287  
Expires: 02/28/2011  
Estimated average burden hours per response 0.5

### 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 <b>Egholm Michael</b>			2. Issuer Name and Ticker or Trading Symbol <b>PALL CORP [PLL]</b>			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) <b>Chief Technology Officer</b>		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) <b>01/10/2013</b>					
C/O PALL CORPORATION, 25 HARBOR PARK DRIVE			4. If Amendment, Date Original Filed(Month/Day/Year)			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
(Street) <b>PORT WASHINGTON, NY 11050</b>								
(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	01/10/2013		<u>M</u>		1,925	A	\$36.64	1,925	D	
Common Stock	01/10/2013		<u>S</u>		40	D	\$64.195	1,885	D	
Common Stock	01/10/2013		<u>S</u>		845	D	\$64.2	1,040	D	
Common Stock	01/10/2013		<u>S</u>		440	D	\$64.21	600	D	
Common Stock	01/10/2013		<u>S</u>		600	D	\$64.22	0	D	

**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					

Employee Stock Options (Rights to Buy)	\$36.64	01/10/2013		<u>M</u>	962	07/14/2011	07/14/2017	Common Stock	962	\$ 0	0	D	
Employee Stock Options (Rights to Buy)	\$36.64	01/10/2013		<u>M</u>	963	07/14/2012	07/14/2017	Common Stock	963	\$ 0	0	D	

**Signatures**

/s/ Jeff Molin as Attorney-in-Fact for Michael Egholm

01/14/2013

\*\* Signature of Reporting Person

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.**