

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2005-05-02** | Period of Report: **2005-04-29**

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ISSUER

PENTAIR INC

CIK: **77360** | IRS No.: **410907434** | State of Incorporation: **MN** | Fiscal Year End: **1231**
SIC: **3550** Special industry machinery (no metalworking machinery)

Business Address
5500 WAYZATA BLVD.
SUITE 800
GOLDEN VALLEY MN 55416
763-545-1730

REPORTING OWNER

MAITLAND STUART

CIK: **1189029**
Type: **4** | Act: **34** | File No.: **000-04689** | Film No.: **05790791**

Mailing Address
5500 WAYZATA BLVD.
SUITE 800
GOLDEN VALLEY MN 55416

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 MAITLAND STUART			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 04/29/2005			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		
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	04/29/2005		M		4,961	A	\$ 0	11,961 ⁽¹⁾	D	
Common Stock	04/29/2005		M		11,290	A	\$ 0	23,251 ⁽¹⁾	D	
Common Stock								9,600	I	By Spouse Trust
Common Stock								400	I	By Spouse under UTMA

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
Phantom Stock Units - Deferred Compensation	\$1	04/29/2005		M		4,961.099		(2)	(2)	Common Stock	4,961.099	\$ 0	65.655 ⁽³⁾	I	By Plan Agent
Phantom Stock Units - Equity Compensation	\$1	04/29/2005		M		11,290.11 ⁽⁴⁾		(2)	(2)	Common Stock	11,290.11	\$ 0	0 ⁽³⁾	I	By Plan Agent

Explanation of Responses:

1. Upon exercise of phantom stock units, underlying securities held directly by reporting person. End-of-period holdings include automatic cash-out of fractional share interests pursuant to the terms of a dividend reinvestment plan.

2. Phantom stock units became exercisable on April 29, 2005, in accordance with reporting person's irrevocable election, and convert into common stock on a one-for-one basis.
3. 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 shareholders of record as of June 1, 2004. This previously reported derivative security has been adjusted to reflect the stock split.
4. Includes shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).

Signatures

Louis L. Ainsworth, Attorney-In-Fact

** Signature of Reporting Person

05/02/2005

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.