KRASNOFF ERIC

Form 4 January 22, 2010

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

Expires:

3235-0287 Number: January 31,

**OMB APPROVAL** 

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Form 5 obligations may continue. See Instruction

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(b). (Print or Type Responses)

(Last)

Security

(Instr. 3)

1. Name and Address of Reporting Person \* KRASNOFF ERIC

(First)

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Middle)

3. Date of Earliest Transaction

PALL CORP [PLL]

(Month/Day/Year)

10% Owner X\_ Officer (give title Other (specify

01/20/2010

Chairman & CEO

(Check all applicable)

25 HARBOR PARK DRIVE

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

6. Individual or Joint/Group Filing(Check Applicable Line)

(Instr. 4)

\_X\_\_ Director

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

below)

PORT WASHINGTON, NY 11050

(Month/Day/Year)

(Street)

(City) (State) (Zip) 1.Title of 2. Transaction Date 2A. Deemed

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 3. 4. Securities Execution Date, if TransactionAcquired (A) or Code Disposed of (D)

(Instr. 8)

5. Amount of Securities Beneficially Owned

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (T)

(Instr. 4)

(A)

(Instr. 3, 4 and 5)

Following Reported Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

(Month/Day/Year)

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and 7. Title and Amount Derivative Conversion (Month/Day/Year) Execution Date, if **Transaction**Derivative **Expiration Date** Underlying Securities Security or Exercise any Code Securities (Month/Day/Year) (Instr. 3 and 4)

#### Edgar Filing: KRASNOFF ERIC - Form 4

	(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amoun Numbe Shares
	Employee Stock Options (Right to Buy)	\$ 37.22	01/20/2010		A		152,236		<u>(1)</u>	01/20/2017	Common Stock	152,2
i	Restricted Stock Units	<u>(2)</u>	01/20/2010		A		67,168		01/20/2014	01/20/2014	Common Stock	67,16

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
,	Director	10% Owner	Officer	Other				
KRASNOFF ERIC								
25 HARBOR PARK DRIVE	X		Chairman & CEO					
PORT WASHINGTON, NY 11050								

## **Signatures**

/s/ Sandra Marino as Attorney-in-Fact for Eric Krasnoff

01/22/2010

\*\*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).
- (1) The Stock Options will vest 25% on each of the first four anniversaries of the date shown in column 3 provided the reporting person is still employed by the Issuer or a subsidiary on that date.
- The units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in

  Column 6 provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the
  Units will be forfeited unless termination of employment occurs because of death, disability, retirement or termination of employment without cause, in any of which events the Units may vest in whole or in part.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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