

PALL CORP

Form 3

September 30, 2013

**FORM 3**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

OMB  
Number: 3235-0104Expires: January 31,  
2005Estimated average  
burden hours per  
response... 0.5**INITIAL STATEMENT OF 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 \*

Â Frank Kenneth

(Last)

(First)

(Middle)

2. Date of Event  
Requiring Statement  
(Month/Day/Year)

09/24/2013

3. Issuer Name **and** Ticker or Trading Symbol  
PALL CORP [PLL]4. Relationship of Reporting  
Person(s) to Issuer5. If Amendment, Date Original  
Filed(Month/Day/Year)

(Check all applicable)

☐ Director ☐ 10% Owner☒ Officer ☐ Other  
(give title below) (specify below)

SVP, Pres. BioPharmaceuticals

6. Individual or Joint/Group

Filing(Check Applicable Line)

☒ Form filed by One Reporting  
Person☐ Form filed by More than One  
Reporting Person

C/O PALL

CORPORATION,Â 25

HARBOR PARK DRIVE

(Street)

PORT

WASHINGTON,Â NYÂ 11050

(City)

(State)

(Zip)

**Table I - Non-Derivative Securities Beneficially Owned**1. Title of Security  
(Instr. 4)2. Amount of Securities  
Beneficially Owned  
(Instr. 4)3. Ownership  
Form:  
Direct (D)  
or Indirect  
(I)  
(Instr. 5)4. Nature of Indirect Beneficial  
Ownership  
(Instr. 5)

Common Stock

1,514

D

Â

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

SEC 1473 (7-02)

**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 control number.****Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**1. Title of Derivative Security  
(Instr. 4)2. Date Exercisable and  
Expiration Date  
(Month/Day/Year)3. Title and Amount of  
Securities Underlying  
Derivative Security  
(Instr. 4)4. Conversion  
or Exercise  
Price of  
Derivative5. Ownership  
Form of  
Derivative  
Security:6. Nature of Indirect  
Beneficial  
Ownership  
(Instr. 5)

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|                                           | Date<br>Exercisable | Expiration<br>Date | Title           | Amount or<br>Number of<br>Shares | Security      | Direct (D)<br>or Indirect<br>(I)<br>(Instr. 5) |   |
|-------------------------------------------|---------------------|--------------------|-----------------|----------------------------------|---------------|------------------------------------------------|---|
| Employee Stock Options<br>(Rights to Buy) | 07/14/2014          | 07/14/2017         | Common<br>Stock | 963                              | \$ 36.64      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 07/13/2012          | 07/13/2018         | Common<br>Stock | 652                              | \$ 55.67      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 07/13/2013          | 07/13/2018         | Common<br>Stock | 653                              | \$ 55.67      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 07/13/2014          | 07/13/2018         | Common<br>Stock | 652                              | \$ 55.67      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 07/13/2015          | 07/13/2018         | Common<br>Stock | 653                              | \$ 55.67      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/18/2013          | 01/18/2019         | Common<br>Stock | 612                              | \$ 59.75      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/18/2014          | 01/18/2019         | Common<br>Stock | 613                              | \$ 59.75      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/18/2015          | 01/18/2019         | Common<br>Stock | 612                              | \$ 59.75      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/18/2016          | 01/18/2019         | Common<br>Stock | 613                              | \$ 59.75      | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/16/2014          | 01/16/2020         | Common<br>Stock | 2,037                            | \$ 64.8       | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/16/2015          | 01/16/2020         | Common<br>Stock | 2,038                            | \$ 64.8       | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/16/2016          | 01/16/2020         | Common<br>Stock | 2,037                            | \$ 64.8       | D                                              | Â |
| Employee Stock Options<br>(Rights to Buy) | 01/16/2017          | 01/16/2020         | Common<br>Stock | 2,038                            | \$ 64.8       | D                                              | Â |
| Restricted Stock Units                    | 07/14/2014          | 07/14/2014         | Common<br>Stock | 2,306.7                          | \$ <u>(1)</u> | D                                              | Â |
| Restricted Stock Units                    | 07/13/2015          | 07/13/2015         | Common<br>Stock | 1,559.98                         | \$ <u>(1)</u> | D                                              | Â |
| Restricted Stock Units                    | 01/18/2016          | 01/18/2016         | Common<br>Stock | 1,456.32                         | \$ <u>(1)</u> | D                                              | Â |
| Restricted Stock Units                    | 01/16/2017          | 01/16/2017         | Common<br>Stock | 2,355                            | \$ <u>(1)</u> | D                                              | Â |
| Bonus Units                               | 09/25/2013          | 09/25/2013         | Common<br>Stock | 3,554.95                         | \$ <u>(2)</u> | D                                              | Â |
| After Tax Units                           | 10/06/2014          | 10/06/2014         | Common<br>Stock | 4,948.11                         | \$ <u>(2)</u> | D                                              | Â |

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|                 |            |            |              |          |        |   |   |
|-----------------|------------|------------|--------------|----------|--------|---|---|
| After Tax Units | 02/08/2015 | 02/08/2015 | Common Stock | 7,573.96 | \$ (2) | D | Â |
| Bonus Units     | 10/05/2016 | 10/05/2016 | Common Stock | 9,508.75 | \$ (2) | D | Â |
| After Tax Units | 10/13/2016 | 10/13/2016 | Common Stock | 4,760.42 | \$ (2) | D | Â |

## Reporting Owners

| Reporting Owner Name / Address                                                             | Relationships |           |                                 |       |
|--------------------------------------------------------------------------------------------|---------------|-----------|---------------------------------|-------|
|                                                                                            | Director      | 10% Owner | Officer                         | Other |
| Frank Kenneth<br>C/O PALL CORPORATION<br>25 HARBOR PARK DRIVE<br>PORT WASHINGTON, NY 11050 | Â             | Â         | Â SVP, Pres. BioPharmaceuticals | Â     |

## Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Kenneth Frank 09/30/2013

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

\* If the form is filed by more than one reporting person, *see* Instruction 5(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 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 2, 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 or retirement, in any of which events the Units may vest in whole or in part.

(2) 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 2, subject to adjustments if the Reporting Person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the Units were granted, or, if later, the date to which the Reporting Person elects to defer receipt of common stock beyond the vesting date.

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

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