

Stauch John L  
Form 4  
October 02, 2012

**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 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 \*  
Stauch John L

2. Issuer Name and Ticker or Trading Symbol  
PENTAIR INC [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5500 WAYZATA BLVD., SUITE 800  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Exec. VP & Chief Fin. Officer

GOLDEN VALLEY, MN 55416  
(City) (State) (Zip)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
\_\_\_\_ Form filed by More than One Reporting Person

**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)
Common Shares	09/28/2012		A <sup>(1)</sup>	26,774	A <u>(1)</u> 26,774	I	By Spouse Trust
Common Shares-ESPP	09/28/2012		A <sup>(1)</sup>	1,201.56	A <u>(1)</u> 1,201.56	D	
Common Shares - Restricted Stock Units	09/28/2012		A <sup>(1)</sup>	109,863	A <u>(1)</u> 109,863	D	
	09/28/2012		A <sup>(1)</sup>	9,144.718	A <u>(1)</u> 9,144.718 <sup>(2)</sup>	I	

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Common Shares - Deferral Plan								Plan Agent	
Common Shares - ESOP	09/28/2012		A <sup>(1)</sup>	403.1483	A	<u>(1)</u>	403.1483	I	By ESOP

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

**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.**

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(9-02)

**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 Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 33.01	09/28/2012		A <sup>(1)</sup>	121,000	02/15/2008 <sup>(3)</sup> 02/15/2017	Common Shares	121,000	
Employee Stock Option (right to buy)	\$ 31.56	09/28/2012		A <sup>(1)</sup>	12,500	03/01/2008 <sup>(3)</sup> 03/01/2017	Common Shares	12,500	
Employee Stock Option (right to buy)	\$ 34.18	09/28/2012		A <sup>(1)</sup>	112,500	01/02/2009 <sup>(3)</sup> 01/02/2018	Common Shares	112,500	
Employee Stock Option (right to buy)	\$ 24.78	09/28/2012		A <sup>(1)</sup>	95,000	01/02/2010 <sup>(3)</sup> 01/02/2019	Common Shares	95,000	
	\$ 33.38	09/28/2012		A <sup>(1)</sup>	119,220	01/04/2011 <sup>(3)</sup> 01/04/2020		119,220	

Employee  
Stock  
Option  
(right to  
buy)

Common  
Shares

Employee  
Stock  
Option  
(right to  
buy)

\$ 36.98

09/28/2012

A<sup>(1)</sup>

54,890

01/03/2012<sup>(3)</sup>

01/03/2021

Common  
Shares

54

Employee  
Stock  
Option  
(right to  
buy)

\$ 34.12

09/28/2012

A<sup>(1)</sup>

60,953

01/03/2013<sup>(3)</sup>

01/03/2022

Common  
Shares

60

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauch John L 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416			Exec. VP & Chief Fin. Officer	

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for John L.  
Stauch

10/02/2012

\*\*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) Common stock and derivative securities of Pentair Ltd. ("the Issuer") were acquired pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among Pentair, Inc., Tyco International Ltd., the Issuer, Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, Pentair, Inc. became a wholly owned subsidiary of the Issuer, and each share of Pentair, Inc. common stock was converted into one Issuer common share. Derivative securities relating to Pentair, Inc. common stock were converted into derivative securities relating to an equal number of Issuer common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (2) Pentair common shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (3) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

### Remarks:

Issuer Name and Ticker Symbol:  
Pentair Ltd. [PNR]

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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