

PENTAIR INC
Form 8-K
December 19, 2008

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 8-K
CURRENT REPORT
PURSUANT TO SECTION 13 OR 15(d) OF THE
SECURITIES EXCHANGE ACT OF 1934
Date of Report (Date of earliest event reported): December 18, 2008
Commission file number 000-04689
Pentair, Inc.**

(Exact name of Registrant as specified in its charter)

Minnesota

41-0907434

**(State or other jurisdiction of incorporation or
organization)**

(I.R.S. Employer Identification number)

**5500 Wayzata Blvd, Suite 800, Golden Valley,
Minnesota**

55416

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (763) 545-1730

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 7.01 Regulation FD Disclosure

On December 18, 2008, Pentair, Inc. (the Company) issued a press release revising fourth quarter 2008 earnings per share (EPS) and introducing 2009 EPS guidance. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

This press release refers to certain non-GAAP financial measures (adjusted income from continuing operations and adjusted earnings per share) and contains a reconciliation of those non-GAAP financial measures to the corresponding financial measures contained in the Company s financial statements prepared in accordance with generally accepted accounting principles. Management utilizes these adjusted financial measures to assess the run-rate of its continuing operations against those of prior periods without the distortion of certain factors. The Company believes that these non-GAAP financial measures will be useful to investors as well to assess the continuing strength of the Company s underlying operations in light of the downturn in global markets.

The information contained in Item 7.01 of this Current Report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

ITEM 9.01 Financial Statements and Exhibits

(a) Financial Statements of Businesses Acquired

Not applicable.

(b) Pro Forma Financial Information

Not applicable.

(c) Shell Company Transactions

Not applicable

(d) Exhibits

The following exhibit is provided as part of the information furnished under Item 7.01 of this Current Report on Form 8-K:

| Exhibit | Description |
|---------|--|
| 99.1 | Pentair, Inc. press release dated December 18, 2008 announcing revised fourth quarter earnings guidance and introducing 2009 EPS guidance. |

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on December 19, 2008.

PENTAIR, INC.
Registrant

By /s/ John L. Stauch
John L. Stauch
Executive Vice President and Chief
Financial Officer

PENTAIR, INC.

Exhibit Index to Current Report on Form 8-K

Dated December 18, 2008

| Exhibit Number | Description |
|-------------------|--|
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