

CATHCART RICHARD J
Form 4
May 17, 2005

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 *
CATHCART RICHARD J

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)
05/13/2005

Director 10% Owner
 Officer (give title below) Other (specify below)
Vice Chairman

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|----------|---|--|-----------------------------------|
| | | | | (A) or (D) | Amount | Price | | | |
| Common Stock | 05/16/2005 | | S(1) | V | 2,000 | \$ 43.5 | 126,566 | D | D |
| Common Stock | 05/16/2005 | | S(1) | | 300 | \$ 43.32 | 126,266 | D | D |
| Common Stock | 05/16/2005 | | S(1) | | 1,800 | \$ 43.2 | 124,466 | D | D |
| Common Stock | 05/16/2005 | | S(1) | | 500 | \$ 43.07 | 123,966 | D | D |
| Common Stock | 05/16/2005 | | S(1) | | 1,500 | \$ 43.02 | 122,466 | D | D |

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| | | | | | | | | |
|---------------------|------------|------------------|---------|---|------------|--------------------------|---|-------------|
| Common Stock | 05/16/2005 | S ⁽¹⁾ | 900 | D | \$ 43.29 | 121,566 | D | |
| Common Stock | 05/16/2005 | S ⁽¹⁾ | 700 | D | \$ 43.26 | 120,866 | D | |
| Common Stock | 05/16/2005 | S ⁽¹⁾ | 300 | D | \$ 43.25 | 120,566 | D | |
| Common Stock | 05/16/2005 | S ⁽¹⁾ | 100 | D | \$ 43.21 | 120,466 | D | |
| Common Stock | 05/16/2005 | S ⁽¹⁾ | 1,900 | D | \$ 43.14 | 118,566 | D | |
| Common Stock | | | | | | 1,527.866 ⁽²⁾ | I | By Children |
| Common Stock - ESPP | 05/13/2005 | A ⁽³⁾ | V 22.29 | A | \$ 42.0594 | 5,188.605 ⁽²⁾ | D | |

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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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 Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned (Instr. 6) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------|-------|
| | Director | 10% Owner | Officer | Other |
| CATHCART RICHARD J 5500 WAYZATA BLVD. | X | | Vice Chairman | |

SUITE 800
GOLDEN VALLEY, MN 55416-1261

Signatures

Louis L. Ainsworth,
Attorney-In-Fact

05/17/2005

__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 reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 16, 2005.
- (2) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).
- (3) Purchase of shares under the Pentair, Inc. Employee Stock Purchase Plan in exempt transaction pursuant to Rule 16b-3(c).
- (4) Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.

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.