

MARINO SANDRA
Form 4
September 21, 2010

FORM 4

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

OMB APPROVAL

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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 *
MARINO SANDRA

(Last) (First) (Middle)

25 HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]

3. Date of Earliest Transaction (Month/Day/Year)
09/17/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

SVP and General Counsel

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)
				(A) or (D)	Price		
Common Stock	09/17/2010		S	864	D \$ 40.42	0.512	D
Common Stock	09/17/2010		M	5,000	A \$ 29.19	5,000.512	D
Common Stock	09/17/2010		S	3,800	D \$ 40.4	1,200.512	D
Common Stock	09/17/2010		S	236	D \$ 40.41	964.512	D
Common Stock	09/17/2010		S	964	D \$ 40.42	0.512	D

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Common Stock	09/17/2010		M	400	A	\$ 30.83	400.512	D
Common Stock	09/17/2010		S	100	D	\$ 40.4	300.512	D
Common Stock	09/17/2010		S	233	D	\$ 40.41	67.512	D
Common Stock	09/17/2010		S	67	D	\$ 40.42	0.512	D
Common Stock	09/17/2010		M	400	A	\$ 25.85	400.512	D
Common Stock	09/17/2010		S	100	D	\$ 40.4	300.512	D
Common Stock	09/17/2010		S	234	D	\$ 40.41	66.512	D
Common Stock	09/17/2010		S	66	D	\$ 40.42	0.512	D
Common Stock	09/17/2010		M	10,951	A	\$ 26.16	10,951.512	D
Common Stock	09/17/2010		S	4,951	D	\$ 40.35	6,000.512	D
Common Stock	09/17/2010		S	700	D	\$ 40.36	5,300.512	D
Common Stock	09/17/2010		S	2,800	D	\$ 40.4	2,500.512	D
Common Stock	09/17/2010		S	1,400	D	\$ 40.41	1,100.512	D
Common Stock	09/17/2010		S	1,100	D	\$ 40.42	0.512	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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(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,	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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and 5)

	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option \$ 29.19 09/17/2010	M				(1)	05/31/2012	Common Stock	5,000
Employee Stock Option \$ 30.83 09/17/2010	M				(1)	07/27/2012	Common Stock	400
Employee Stock Option \$ 25.85 09/17/2010	M				(1)	07/27/2013	Common Stock	400
Employee Stock Option \$ 26.16 09/17/2010	M				(1)	01/21/2016	Common Stock	10,951

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MARINO SANDRA 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050			SVP and General Counsel	

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Sandra Marino
Date: 09/21/2010

**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) Option grant has a graded vesting schedule. The Date Exercisable will vary for each vesting tranche.

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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