

Egholm Michael
 Form 3
 October 05, 2012

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

OMB APPROVAL

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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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Egholm Michael</p> <p>(Last) (First) (Middle)</p> <p>C/O PALL CORPORATION,Â 25 HARBOR PARK DRIVE</p> <p>(Street)</p> <p>PORT WASHINGTON,Â NYÂ 11050</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>09/25/2012</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PALL CORP [PLL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) Chief Technology Officer</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	0	D	Â

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

SEC 1473 (7-02)

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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 Derivative	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Rights to Buy)	07/14/2011	07/14/2017	Common Stock	962	\$ 36.64	D	Â
Employee Stock Options (Rights to Buy)	07/14/2012	07/14/2017	Common Stock	963	\$ 36.64	D	Â
Employee Stock Options (Rights to Buy)	07/14/2013	07/14/2017	Common Stock	962	\$ 36.64	D	Â
Employee Stock Options (Rights to Buy)	07/14/2014	07/14/2017	Common Stock	963	\$ 36.64	D	Â
Employee Stock Options (Rights to Buy)	07/13/2012	07/13/2018	Common Stock	652	\$ 55.67	D	Â
Employee Stock Options (Rights to Buy)	07/13/2013	07/13/2018	Common Stock	653	\$ 55.67	D	Â
Employee Stock Options (Rights to Buy)	07/13/2014	07/13/2018	Common Stock	652	\$ 55.67	D	Â
Employee Stock Options (Rights to Buy)	07/13/2015	07/13/2018	Common Stock	653	\$ 55.67	D	Â
Employee Stock Options (Rights to Buy)	01/18/2013	01/18/2019	Common Stock	2,407	\$ 59.75	D	Â
Employee Stock Options (Rights to Buy)	01/18/2014	01/18/2019	Common Stock	2,408	\$ 59.75	D	Â
Employee Stock Options (Rights to Buy)	01/18/2015	01/18/2019	Common Stock	2,407	\$ 59.75	D	Â
Employee Stock Options (Rights to Buy)	01/18/2016	01/18/2019	Common Stock	2,408	\$ 59.75	D	Â
Restricted Stock Units	07/14/2014	07/14/2014	Common Stock	2,273.322	\$ <u>(1)</u>	D	Â
Restricted Stock Units	02/03/2013	02/03/2013	Common Stock	4,736.815	\$ <u>(1)</u>	D	Â

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Restricted Stock Units	07/13/2015	07/13/2015	Common Stock	1,537.402	\$ ⁽¹⁾	D	Â
Restricted Stock Units	01/18/2016	01/18/2016	Common Stock	2,779.521	\$ ⁽¹⁾	D	Â
Salary Units	01/31/2016 ⁽²⁾	01/31/2016 ⁽²⁾	Common Stock	539	\$ ⁽³⁾	D	Â
Salary Units	07/31/2016 ⁽²⁾	07/31/2016 ⁽²⁾	Common Stock	623	\$ ⁽³⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Egholm Michael C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Â	Â	Â Chief Technology Officer	Â

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Michael Egholm 10/05/2012

**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 Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary of the transaction date, or, if sooner, the date on which the Reporting Person's employment with the Issuer terminates, or, if later, the date to which the Reporting Person elects to defer receipt of common stock beyond the vesting date.
 - (3) 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.

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.