Hoare Edward F. Form 4 October 09, 2012

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue. See Instruction 1(b).

Check this box

if no longer

subject to

Section 16.

Form 4 or

Form 5

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)

(City)

1. Name and Address of Reporting Person * Hoare Edward F.

2. Issuer Name and Ticker or Trading Symbol

Issuer

below)

PALL CORP [PLL]

(First) (Middle) (Last)

3. Date of Earliest Transaction

(Month/Day/Year) 10/05/2012

Director 10% Owner X_ Officer (give title Other (specify

5. Relationship of Reporting Person(s) to

President, Pall Americas

(Check all applicable)

OMB APPROVAL

3235-0287

January 31,

7. Nature of

Ownership

(Instr. 4)

Indirect

2005

0.5

OMB

Number:

Expires:

C/O PALL CORPORATION, 25 HARBOR PARK DRIVE

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year) Applicable Line)

X 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

PORT WASHINGTON, NY 11050

(State)

(Zip)

(Street)

1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct (Instr. 3) Code Disposed of (D) Beneficially (D) or Indirect Beneficial (Instr. 3, 4 and 5) (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4)

> Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

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

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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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	TransactionDerivative		Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) or Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V Expiration Title (A) (D) Date Amount Exercisable Date Number Shares **Bonus** 2,725.58 Common 10/05/2016 10/05/2016 2,725. (1) 10/05/2012 M Units (2) Stock

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Hoare Edward F. C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050

President, Pall Americas

Signatures

/s/ Cherita Thomas as Attorney-in-Fact for Edward F.
Hoare
10/09/2012

**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).
 - The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis subject to adjustments if
- (1) 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.
- (2) Includes 1,362.79 matching units granted by the Issuer for which the price in Column 8 was not paid.

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.

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