

PALL CORP
Form 4
January 14, 2014

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 *
TRAVAGLIANTI EDWARD

(Last) (First) (Middle)

C/O PALL CORPORATION,, 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)

01/10/2014

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)

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	01/10/2014		M	1,541.453	A \$ 84.336	11,214.163	D
Common Stock	01/13/2014		M	3,000	A \$ 39.07	14,214.163	D
Common Stock	01/13/2014		S	1,394	D \$ 84.621	12,820.163	D
Common Stock	01/13/2014		S	106	D \$ 84.661	12,714.163	D
Common Stock	01/13/2014		S	900	D \$ 84.67	11,814.163	D

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Common Stock	01/13/2014	S	100	D	\$ 84.68	11,714.163	D
Common Stock	01/13/2014	S	500	D	\$ 84.69	11,214.163	D

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

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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, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Security (Instr. 3 and 4)	Amount of Shares
					(A)	(D)	Date Exercisable	Expiration Date		
Annual Award Units	<u>(1)</u>	01/10/2014		A	1,541.453		01/10/2014	01/10/2014	Common Stock	1,541.453
Director Stock Options (Right to Buy)	\$ 39.07	01/13/2014		M		750	01/07/2009	01/07/2015	Common Stock	750
Director Stock Options (Right to Buy)	\$ 39.07	01/13/2014		M		750	01/07/2010	01/07/2015	Common Stock	750
Director Stock Options (Right to Buy)	\$ 39.07	01/13/2014		M		750	01/07/2011	01/07/2015	Common Stock	750
Director Stock Options (Right to Buy)	\$ 39.07	01/13/2014		M		750	01/07/2012	01/07/2015	Common Stock	750

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TRAVAGLIANTI EDWARD C/O PALL CORPORATION, 25 HARBOR PARK DRIVE, PORT WASHINGTON, NY 11050	X			

Signatures

/s/ Cathleen Colvin as Attorney-in-Fact for Edward
Travaglianti

01/14/2014

__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 Units were fully vested and converted into shares of common stock of the Issuer on a one-for-one basis on the Transaction Date.

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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