PALL CORP Form 4 October 04, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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OMB APPROVAL

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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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * MACDONALD NEIL | | | 2. Issuer Name and Ticker or Trading Symbol PALL CORP [PLL] | 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) | | |
|--|------------|----------|--|---|--|--|
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | (Check all applicable) | | |
| | | | (Month/Day/Year) | Director 10% Owner | | |
| PALL EUROPE LTD EUROPA HOUSE, HAVANT ST | | | 10/03/2005 | _X_ Officer (give title Other (specify below) | | |
| | | | | Group Vice President | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | |
| DODTCMOL | rii vo po: | 1 2 D D | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting | | |
| PORTSMOUTH, X0 P01 3PD | | | | Person | | |

| (City) | (State) (| Zip) Table | e I - Non-D | erivative | Secur | rities Acq | uired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|--|-------------|---|------------------|-------------|--|-------------------------------------|---|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | Transaction Date 2A. Deemed onth/Day/Year) Execution Date, if any (Month/Day/Year) | | 4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5) | | | Securities C Beneficially F Owned (1 | Ownership Form: Direct (D) or | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
| | | | Code V | Amount | (A) or (D) | Price | Reported Transaction(s) (Instr. 3 and 4) | (Instr. 4) | |
| Common Stock | 10/03/2005 | | M | 9,625 | A | \$ 16.13 | 15,541.9307 | D | |
| Common Stock | 10/03/2005 | | S | 7,725 | D | \$ 27.25 | 7,816.9307 | D | |
| Common Stock | 10/03/2005 | | S | 200 | D | \$ 27.26 | 7,616.9307 | D | |
| Common Stock | 10/03/2005 | | S | 1,700 | D | \$ 27.35 | 5,934.3158 <u>(1)</u> | D | |

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 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. Transactic Code (Instr. 8) | 5. Number out Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | erivative Expiration Date rities (Month/Day/Year) sired or osed of | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | |
|---|---|---|---|--|--|--|--------------------|---|--|
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Rights to Buy) | \$ 16.13 | 10/03/2005 | | M | 9,625 | 10/03/2005 | 10/02/2012 | Common Stock | 9,625 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | |
|--|---------------|-----------|----------------------------|-------|--|--|--|
| | Director | 10% Owner | Officer | Other | | | |
| MACDONALD NEIL PALL EUROPE LTD EUROPA HOUSE HAVANT ST PORTSMOUTH, X0 P01 3PD | | | Group Vice President | | | | |

Signatures

Mary Ann Bartlett as Attorney-in-Fact for Neil
MacDonald

10/04/2005

**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) Includes 17.3851 shares acquired under the Issuer's Dividend Reinvestment Plan on 08/22/05.

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