

PALL CORP
Form 4
June 30, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
Egholm Michael

(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)
06/29/2015

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)
President, BioPharmaceuticals

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (D) Price | | |
| Common Stock | 06/29/2015 | | M | | 4,984 A \$ 82.47 | 4,984.664 | D |
| Common Stock | 06/29/2015 | | M | | 2,407 A \$ 59.75 | 7,391.664 | D |
| Common Stock | 06/29/2015 | | M | | 8,147 A \$ 64.8 | 15,538.664 | D |
| Common Stock | 06/29/2015 | | S | | 4,984 D \$ 124.554 | 10,554.664 | D |
| Common Stock | 06/29/2015 | | S | | 8,147 D \$ 124.5461 | 2,407.664 | D |

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Common Stock 06/29/2015 S 2,407 D \$ 124.55 0.664 D

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

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SEC 1474
(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 Securities (Instr. 3 and 4) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 82.47 | 06/29/2015 | | M | 4,984 | 12/11/2013 ⁽¹⁾ 12/11/2020 | Common Stock | 4,984 |
| Employee Stock Option (Right to Buy) | \$ 59.75 | 06/29/2015 | | M | 2,407 | 01/18/2012 ⁽³⁾ 01/18/2019 | Common Stock | 2,407 |
| Employee Stock Option (Right to Buy) | \$ 64.8 | 06/29/2015 | | M | 8,147 | 01/16/2013 ⁽³⁾ 01/16/2020 | Common Stock | 8,147 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Egholm Michael C/O PALL CORPORATION, 25 HARBOR PARK DRIVE | | | President, BioPharmaceuticals | |

PORT WASHINGTON, NY 11050

Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Michael
Egholm

06/30/2015

__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) Date shown is the date of grant. These options vest ratably over a period of three years commencing on the first anniversary of the grant date, provided the reporting person satisfies certain service conditions.
 - (2) Only represents the derivative securities in this class.
 - (3) Date shown is the date of grant. These options vest ratably over four years commencing on the first anniversary of the grant date, provided the reporting person satisfies certain service conditions.

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.