

Stauch John L  
Form 4  
October 02, 2012

**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 \*  
Stauch John L

2. Issuer Name and Ticker or Trading Symbol  
PENTAIR INC [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5500 WAYZATA BLVD., SUITE 800  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2012

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Executive Vice President, CFO

GOLDEN VALLEY, MN 55416  
(City) (State) (Zip)

4. If Amendment, Date Original Filed(Month/Day/Year)

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  | (A) or (D)   | Price   |   |                 |
| Common Stock                          | 09/28/2012                           |  | D <sup>(1)</sup>               |   | 26,774  | D  | <u>1</u> 0  | I | By Spouse Trust |
| Common Stock - ESPP                   | 09/28/2012                           |  | D <sup>(1)</sup>               |   | 1,201.56 <sup>(2)</sup>   | D  | <u>1</u> 0  | D |                 |
| Common Stock - Restricted Stock Units | 09/28/2012                           |  | D <sup>(1)</sup>               |   | 109,863   | D  | <u>1</u> 0  | D |                 |
|                                       | 09/28/2012                           |  | D <sup>(1)</sup>               |   |   | D  | <u>1</u> 0  | I |                 |

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|                                       |            |  |                         |                                    |   |            |   |   |               |
|---------------------------------------|------------|--|-------------------------|------------------------------------|---|------------|---|---|---------------|
| Common<br>Stock -<br>Deferral<br>Plan |            |  |                         | 9,144.718<br><u>(4)</u> <u>(3)</u> |   |            |   |   | Plan<br>Agent |
| Common<br>Stock -<br>ESOP             | 09/28/2012 |  | <u>D</u> <sup>(1)</sup> | 403.1483<br><u>(5)</u>             | D | <u>(1)</u> | 0 | I | By ESOP       |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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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<br>Derivative<br>Security<br>(Instr. 3) | 2. Conversion<br>or Exercise<br>Price of<br>Derivative<br>Security | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 4. Transaction<br>Code<br>(Instr. 8) | 5. Number of<br>Derivative<br>Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount<br>Underlying Security<br>(Instr. 3 and 4) | Amount<br>Number<br>Shares |
|---|--|---|---|--------------------------------------|---|--|--|----------------------------|
|   |  |   |   | Code                                 | V (A) (D)   | Date Exercisable<br>Expiration<br>Date                         | Title  |                            |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 33.01   | 09/28/2012                              |   | <u>D</u> <sup>(1)</sup>              | 121,000   | 02/15/2008 <sup>(6)</sup><br>02/15/2017                        | Common<br>Stock  | 121,000                    |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 31.56   | 09/28/2012                              |   | <u>D</u> <sup>(1)</sup>              | 12,500  | 03/01/2008 <sup>(6)</sup><br>03/01/2017                        | Common<br>Stock  | 12,500                     |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 34.18   | 09/28/2012                              |   | <u>D</u> <sup>(1)</sup>              | 112,500   | 01/02/2009 <sup>(6)</sup><br>01/02/2018                        | Common<br>Stock  | 112,500                    |
| Employee<br>Stock<br>Option<br>(right to<br>buy)    | \$ 24.78   | 09/28/2012                              |   | <u>D</u> <sup>(1)</sup>              | 95,000  | 01/02/2010 <sup>(6)</sup><br>01/02/2019                        | Common<br>Stock  | 95,000                     |
|   | \$ 33.38   | 09/28/2012                              |   | <u>D</u> <sup>(1)</sup>              | 119,220   | 01/04/2011 <sup>(6)</sup><br>01/04/2020                        |  | 119,220                    |

Employee  
Stock  
Option  
(right to  
buy)

Common  
Stock

Employee  
Stock  
Option  
(right to  
buy)

\$ 36.98

09/28/2012

D<sup>(1)</sup>

54,890

01/03/2012<sup>(6)</sup>

01/03/2021

Common  
Stock

54

Employee  
Stock  
Option  
(right to  
buy)

\$ 34.12

09/28/2012

D<sup>(1)</sup>

60,953

01/03/2013<sup>(6)</sup>

01/03/2022

Common  
Stock

60

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                               |       |
|---|---------------|-----------|-------------------------------|-------|
|   | Director      | 10% Owner | Officer                       | Other |
| Stauch John L<br>5500 WAYZATA BLVD., SUITE 800<br>GOLDEN VALLEY, MN 55416 |               |           | Executive Vice President, CFO |       |

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for John L.  
Stauch

10/02/2012

\*\*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).

(1) Common stock and derivative securities of Pentair, Inc. (the "Issuer") were disposed pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among the Issuer, Tyco International Ltd., Pentair Ltd. (formerly known as Tyco Flow Control International Ltd.), Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, the Issuer became a wholly owned subsidiary of Pentair Ltd., and each share of Issuer common stock was converted into one Pentair Ltd. common share. Derivative securities relating to Issuer common stock were converted into derivative securities relating to an equal number of Pentair Ltd. common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).

(2) End-of-period holdings include monthly purchase(s) under the Pentair, Inc. Employee Stock Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c); and shares acquired pursuant to a dividend reinvestment feature of the ESPP.

(3) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).

(4) Shares of Pentair, Inc. common stock will be delivered to the reporting person in accordance with their irrevocable deferral election.

(5) End-of-period holdings include ESOP allocation and shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).

(6) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

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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