

CATHCART RICHARD J

Form 4

January 22, 2003

1. Name and Address of Reporting Person
Cathcart, Richard J.
1500 County Road B2 West
Suite 400
St. Paul, MN 55113-3105
USA
2. Issuer Name and Ticker or Trading Symbol
Pentair, Inc. (PNR)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
01/22/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
 Director 10% Owner
 Officer (give title below) Other (specify below)
President, COO Water Tech.
7. 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	2. Trans- action Date (Month/ Day/ Year)	2A.Execu- tion Date (Month/ Day/ Year)	3. Trans- action Code V	4. Securities Acquired (A) or Disposed of (D) Amount A/D Price	5. Amo Securi Benefi Owned Follow Report Transa
Common Stock	01/22/2003		F	-74 D \$35.0247	46965.