

PALL CORP
Form 8-K
March 22, 2011

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

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of Earliest Event Reported): March 16, 2011

PALL CORPORATION

(Exact name of registrant as specified in its charter)

New York
(State or other jurisdiction
of incorporation)

001- 04311
(Commission file number)

11-1541330
(I.R.S. Employer
Identification No.)

25 Harbor Park Drive, Port Washington, NY
(Address of principal executive offices)

11050
(Zip Code)

(516) 484-5400

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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ITEM 5.03 Amendment to Articles of Incorporation or Bylaws; Change in Fiscal Year.

On March 16, 2011, the Board of Directors (the "Board") of Pall Corporation (the "Registrant") approved amendments to the Registrant's By-laws. The amendments, which are effective immediately, consist of (i) clarifying the roles and responsibilities of the Chairman of the Board and the Chief Executive Officer of the Registrant, (ii) revising the procedures for calling a special Board meeting, and (iii) certain other non-substantive changes.

The foregoing description of the amendments to the Registrant's By-laws is qualified in its entirety by reference to the full text of the By-laws, a copy of which is attached hereto as Exhibit 3(ii).

ITEM 9.01 Financial Statements and Exhibits.

(d) Exhibits.

3(ii) Registrant's By-laws, as amended through March 16, 2011

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SIGNATURES

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Pall Corporation

March 21, 2011

/s/ Francis Moschella
Francis Moschella
Vice President – Corporate Controller
Chief Accounting Officer

INDEX TO EXHIBITS

Exhibit

Number Description

3(ii) Registrant's By-laws, as amended through March 16, 2011

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