

STEVENS DONALD
Form 4
February 24, 2010

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 *
STEVENS DONALD

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)
25 HARBOR PARK DRIVE

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/22/2010

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
President

PORT WASHINGTON, NY 11050

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

(City) (State) (Zip)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 02/22/2010 | | M ⁽¹⁾ | | 18,000 | A | \$ 16.13 |
| Common Stock | 02/22/2010 | | M ⁽¹⁾ | | 13,000 | A | \$ 27 |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 20,800 | D | \$ 39 |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 800 | D | \$ 39.005 |
| Common Stock | 02/22/2010 | | S ⁽¹⁾ | | 8,600 | D | \$ 39.01 |

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| | | | | | | | |
|--------------|------------|------------------|-----|---|-----------|------------|---|
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 100 | D | \$ 39.015 | 62,749.376 | D |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 500 | D | \$ 39.02 | 62,249.376 | D |
| Common Stock | 02/22/2010 | S ⁽¹⁾ | 200 | D | \$ 39.03 | 62,049.376 | D |

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 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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|---------------------------|
| | | | | Code | V | (A) | (D) | Title | Amount or Number of Share |
| Employee Stock Option (Right to Buy) | \$ 16.13 | 02/22/2010 | | M ⁽¹⁾ | | 7,551 | | 10/03/2004 10/02/2012 | Common Stock 7,551 |
| Employee Stock Option (Right to Buy) | \$ 16.13 | 02/22/2010 | | M ⁽¹⁾ | | 10,449 | | 10/03/2005 10/02/2012 | Common Stock 10,449 |
| Employee Stock Option (Right to Buy) | \$ 27 | 02/22/2010 | | M ⁽¹⁾ | | 6,750 | | 01/19/2006 01/19/2012 | Common Stock 6,750 |
| Employee Stock Option (Right to Buy) | \$ 27 | 02/22/2010 | | M ⁽¹⁾ | | 6,250 | | 01/19/2007 01/19/2012 | Common Stock 6,250 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------|-------|
| | Director | 10% Owner | Officer | Other |
| STEVENS DONALD 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 | | | President | |

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Donald
Stevens

02/24/2010

__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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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