PALL CORP Form 4 October 04, 2006

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

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)

(City)

1. Title of

Security

(Instr. 3)

1. Name and Address of Reporting Person \* WILSON MARCUS

(First) (Middle) (Last)

PALL CORPORATION, 2200 NORTHERN BLVD.

(Street)

(State)

EAST HILLS, NY 11548

2. Transaction Date 2A. Deemed

2. Issuer Name and Ticker or Trading

Symbol

PALL CORP [PLL] 3. Date of Earliest Transaction

(Month/Day/Year) 10/03/2006

4. If Amendment, Date Original

Filed(Month/Day/Year)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

(Month/Day/Year) Execution Date, if (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8)

(Instr. 3, 4 and 5)

Owned Following Reported (A) Transaction(s)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Code

1. Title of Derivative Conversion Security or Exercise

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if any

4. 5. Number of **Transaction**Derivative

6. Date Exercisable and Expiration

**OMB APPROVAL** 

3235-0287

January 31,

2005

0.5

**OMB** 

Number:

Expires:

response...

5. Relationship of Reporting Person(s) to

(Check all applicable)

President

6. Ownership

Form: Direct

(D) or Indirect Beneficial

6. Individual or Joint/Group Filing(Check

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(I)

(Instr. 4)

below)

10% Owner

Other (specify

7. Nature of

Ownership

(Instr. 4)

Indirect

Issuer

below)

Person

5. Amount of

Securities

Beneficially

\_X\_\_ Director

Applicable Line)

X\_ Officer (give title

Estimated average

burden hours per

Securities Acquired (Month/Day/Year)

7. Title and A Underlying So (Instr. 3 and 4 Edgar Filing: PALL CORP - Form 4

(Instr. 3) Price of Derivative Security

(Month/Day/Year) (Instr. 8) (A) or Disposed of

(D)

(Instr. 3, 4, and 5)

(A)

Code V

(D) Date Exercisable Expiration Date

Common

Bonus Units

 $\$0^{(1)}$ 

10/03/2006

7,510,5986 (2)

10/03/2010(3) 10/03/2010(3)

#### Stock

## **Reporting Owners**

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
WILSON MARCUS PALL CORPORATION 2200 NORTHERN BLVD. EAST HILLS NY 11548	X		President	

# **Signatures**

Jeff Molin as Attorney-in-Fact for Marcus Wilson

10/04/2006

\*\*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 for 1, subject to adjustments if the reporting person's employment with the Issuer terminates under certain circumstances prior to the **(1)** fourth anniversary of the date on which the units were granted.
- (2) Includes 3,755.2993 matching units granted by the Issuer, for which the price in Column 8 was not paid.
- The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary date of the transaction date shown in column 3 of
- (3) this table, or, if sooner, the date on which the reporting person's employment with the Issuer terminates, or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.

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.

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