

Osland Melissa A.
Form 4
December 15, 2017

FORM 4

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Osland Melissa A.

(Last) (First) (Middle)

1400 WEST 94TH STREET

(Street)

BLOOMINGTON, MN 55413

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
DONALDSON CO INC [DCI]

3. Date of Earliest Transaction
(Month/Day/Year)
12/14/2017

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Controller

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Stock					2,791	I	By Benefit Plan Trust
Common Stock	12/14/2017		M	1,000 A	\$ 19.83 4,174	D	
Common Stock	12/14/2017		S	611 D	\$ 48.26 3,563	D	
Common Stock	12/14/2017		M	1,000 A	\$ 15.87 4,563	D	
Common Stock	12/14/2017		S	556 D	\$ 48.26 4,007	D	

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Common Stock	12/14/2017	M	500	A	\$ 16.91	4,507	D
Common Stock	12/14/2017	S	286	D	\$ 48.26	4,221	D

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

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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)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 19.83	12/14/2017		M	1,000	01/15/2008 01/15/2018		Common Stock	1,000
Employee Stock Option (right to buy)	\$ 15.87	12/14/2017		M	1,000	01/15/2009 01/15/2019		Common Stock	1,000
Employee Stock Option (right to buy)	\$ 16.91	12/14/2017		M	500	10/14/2009 10/14/2019		Common Stock	500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

Osland Melissa A.
1400 WEST 94TH STREET
BLOOMINGTON, MN 55413

Controller

Signatures

Amy C. Becker, Attorney-in-fact for Melissa
Osland

12/15/2017

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).

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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