

Ho David H Y  
Form 4  
October 02, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2015  
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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 \*  
Ho David H Y

2. Issuer Name and Ticker or Trading Symbol  
PENTAIR INC [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

3. Date of Earliest Transaction (Month/Day/Year)  
09/28/2012

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

(Street)

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

GOLDEN VALLEY, MN 55416

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Shares	09/28/2012		A <sup>(1)</sup>		2,936	A	\$ 11
Common Shares	09/28/2012		F <sup>(3)</sup>		881	D	\$ 44.51
Common Shares - Deferral Plan	09/28/2012		A <sup>(1)</sup>		1,338.284	A	\$ 11
						I	Plan Agent

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

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SEC 1474 (9-02)

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**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 a Underly (Instr. 3)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Phantom Stock Units (Deferred Compensation)	<u>(5)</u>	09/28/2012		<u>A(1)</u>	14,350.546		<u>(6)</u>	<u>(6)</u>	Comm Share
Nonqualified Stock Option (right to buy)	\$ 33.38	09/28/2012		<u>A(1)</u>	10,000		<u>(7)</u>	05/03/2017	Comm Share
Nonqualified Stock Option (right to buy)	\$ 34.18	09/28/2012		<u>A(1)</u>	10,000		<u>(7)</u>	01/02/2018	Comm Share
Nonqualified Stock Option (right to buy)	\$ 24.78	09/28/2012		<u>A(1)</u>	17,200		<u>(7)</u>	01/02/2019	Comm Share
Nonqualified Stock Option (right to buy)	\$ 33.38	09/28/2012		<u>A(1)</u>	6,140		<u>(7)</u>	01/04/2020	Comm Share
Nonqualified Stock Option (right to buy)	\$ 36.98	09/28/2012		<u>A(1)</u>	4,242		<u>(7)</u>	01/03/2021	Comm Share
Nonqualified Stock Option (right to buy)	\$ 34.12	09/28/2012		<u>A(1)</u>	6,332		09/28/2012 <u>(7)</u>	01/03/2022	Comm Share

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ho David H Y 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416		X		

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for David H.  
Y. Ho

10/02/2012

\_\_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).  
Common stock and derivative securities of Pentair Ltd. ("the Issuer") were acquired pursuant to the Merger Agreement, dated as of March 27, 2012, as amended, among Pentair, Inc., Tyco International Ltd., the Issuer, Panthro Acquisition Co. and Panthro Merger Sub, Inc. Upon closing of the merger, Pentair, Inc. became a wholly owned subsidiary of the Issuer, and each share of Pentair, Inc. common stock was converted into one Issuer common share. Derivative securities relating to Pentair, Inc. common stock were converted into derivative securities relating to an equal number of Issuer common shares with the same terms and conditions (including vesting schedule and exercise price, if applicable).
- (1) Includes 2,936 shares issued in settlement of restricted stock units that vested in connection with the closing of the merger.
- (2) Shares surrendered to pay taxes applicable to vesting of restricted stock.
- (3) Pentair common shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (4) Phantom stock units convert into common shares on a one-for-one basis.
- (5) Settlement of phantom stock units will be in Pentair common shares in accordance with reporting person's irrevocable election.
- (6) All options are vested and exercisable.
- (7)

### Remarks:

Issuer Name and Ticker Symbol:  
Pentair Ltd. [PNR]

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.