

BARTLETT MARY ANN
Form 3
March 23, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *

Â BARTLETT MARY ANN
(Last) (First) (Middle)

PALL CORPORATION,Â 2200
NORTHERN BLVD.

(Street)

EAST HILLS,Â NYÂ 11548

(City) (State) (Zip)

1. Title of Security
(Instr. 4)

Common Stock

2. Date of Event Requiring Statement

(Month/Day/Year)
03/14/2006

3. Issuer Name and Ticker or Trading Symbol
PALL CORP [PLL]

4. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)
Sr VP, Gen Counsel & Secretary

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

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 Beneficially Owned

2. Amount of Securities Beneficially Owned
(Instr. 4)

0

3. Ownership Form:
Direct (D)
or Indirect (I)
(Instr. 5)

D Â

4. Nature of Indirect Beneficial Ownership
(Instr. 5)

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

SEC 1473 (7-02)

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

1. Title of Derivative Security
(Instr. 4)

2. Date Exercisable and Expiration Date
(Month/Day/Year)

Date Exercisable Expiration Date

3. Title and Amount of Securities Underlying Derivative Security
(Instr. 4)

Title

4. Conversion or Exercise Price of Derivative Security

5. Ownership Form of Derivative Security:
Direct (D)

6. Nature of Indirect Beneficial Ownership
(Instr. 5)

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				Amount or Number of Shares		or Indirect (I) (Instr. 5)	
Employee Stock Options (Rights to Buy)	03/19/2005	03/18/2011	Common Stock	2,500	\$ 22.09	D	Â
Employee Stock Options (Rights to Buy)	10/03/2005	10/02/2012	Common Stock	2,750	\$ 16.13	D	Â
Employee Stock Options (Rights to Buy)	10/03/2006	10/02/2012	Common Stock	2,750	\$ 16.13	D	Â
Employee Stock Options (Rights to Buy)	01/19/2006	01/19/2012	Common Stock	500	\$ 27	D	Â
Employee Stock Options (Rights to Buy)	01/19/2007	01/19/2012	Common Stock	500	\$ 27	D	Â
Employee Stock Options (Rights to Buy)	01/19/2008	01/19/2012	Common Stock	500	\$ 27	D	Â
Employee Stock Options (Rights to Buy)	01/19/2009	01/19/2012	Common Stock	500	\$ 27	D	Â
Employee Stock Options (Rights to Buy)	08/29/2006	08/29/2012	Common Stock	300	\$ 28.33	D	Â
Employee Stock Options (Rights to Buy)	08/29/2007	08/29/2012	Common Stock	300	\$ 28.33	D	Â
Employee Stock Options (Rights to Buy)	08/29/2008	08/29/2012	Common Stock	300	\$ 28.33	D	Â
Employee Stock Options (Rights to Buy)	08/29/2009	08/29/2012	Common Stock	300	\$ 28.33	D	Â
Employee Stock Options (Rights to Buy)	01/19/2007	01/19/2013	Common Stock	800	\$ 28.68	D	Â
Employee Stock Options (Rights to Buy)	01/19/2008	01/19/2013	Common Stock	800	\$ 28.68	D	Â
Employee Stock Options (Rights to Buy)	01/19/2009	01/19/2013	Common Stock	800	\$ 28.68	D	Â

Buy)

Employee Stock Options (Rights to Buy)	01/19/2010	01/19/2013	Common Stock	800	\$ 28.68	D	Â
Restricted Stock Units	01/19/2009	01/19/2009	Common Stock	1,425.55 ⁽¹⁾	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	08/29/2009	08/29/2009	Common Stock	1,007.28 ⁽²⁾	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	01/19/2010	01/19/2010	Common Stock	2,509.3 ⁽³⁾	\$ ⁽⁴⁾	D	Â
Initial Award Units	08/02/2002 ⁽⁵⁾	Â ⁽⁶⁾	Common Stock	1,380.4 ⁽⁹⁾	\$ 0 ⁽⁷⁾	D	Â
Bonus Units	08/26/2002 ⁽⁵⁾	Â ⁽⁶⁾	Common Stock	3,342.5 ⁽¹⁰⁾	\$ 0 ⁽⁷⁾	D	Â
Cash Payment Units	08/26/2002 ⁽⁵⁾	Â ⁽⁶⁾	Common Stock	2,205.1 ⁽¹¹⁾	\$ 0 ⁽⁷⁾	D	Â
Bonus Units	09/11/2007 ⁽⁸⁾	09/11/2007 ⁽⁸⁾	Common Stock	463.22 ⁽¹²⁾	\$ 0 ⁽²⁰⁾	D	Â
Base Salary Units	01/31/2008 ⁽⁸⁾	01/31/2008 ⁽⁸⁾	Common Stock	256.17 ⁽¹³⁾	\$ 0 ⁽²⁰⁾	D	Â
Base Salary Units	07/31/2008 ⁽⁸⁾	07/31/2008 ⁽⁸⁾	Common Stock	283.38 ⁽¹⁴⁾	\$ 0 ⁽²⁰⁾	D	Â
Base Salary Units	01/31/2009 ⁽⁸⁾	01/31/2009 ⁽⁸⁾	Common Stock	127.27 ⁽¹⁵⁾	\$ 0 ⁽²⁰⁾	D	Â
Cash Payment Units	01/31/2009 ⁽⁸⁾	01/31/2009 ⁽⁸⁾	Common Stock	756.22 ⁽¹⁶⁾	\$ 0 ⁽²⁰⁾	D	Â
Base Salary Units	07/31/2009 ⁽⁸⁾	07/31/2009 ⁽⁸⁾	Common Stock	130.14 ⁽¹⁷⁾	\$ 0 ⁽²⁰⁾	D	Â
Cash Payment Units	09/30/2009 ⁽⁸⁾	09/30/2009 ⁽⁸⁾	Common Stock	1,098.85 ⁽¹⁸⁾	\$ 0 ⁽²⁰⁾	D	Â
Base Salary Units	01/31/2010 ⁽⁸⁾	01/31/2010 ⁽⁸⁾	Common Stock	80.7 ⁽¹⁹⁾	\$ 0 ⁽²⁰⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BARTLETT MARY ANN PALL CORPORATION 2200 NORTHERN BLVD. EAST HILLS, NY 11548	Â	Â	Â Sr VP, Gen Counsel & Secretary	Â

Signatures

Mary Ann
Bartlett

03/23/2006

 Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) This amount includes 25.55 dividend equivalent units.
- (2) This amount includes 7.28 dividend equivalent units.
- (3) This amount includes 9.30 dividend equivalent units.
- (4) The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 2 provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the Units will be forfeited unless termination of employment occurs because of death, disability, retirement, or termination of employment without cause, in any of which events the Units may vest in whole or in part.
- (5) The Date Exercisable (vesting date) is the third anniversary of the allocation date or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting date.
- (6) The Expiration Date is the first business day of the year following the date of the reporting person's termination of employment.
- (7) The Units will convert into shares of common stock on a 1-for-1 basis.
- (8) The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary date of the allocation date 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.
- (9) This amount includes 180.40 dividend equivalent units.
- (10) This amount includes 436.81 dividend equivalent units.
- (11) This amount includes 288.17 dividend equivalent units.
- (12) This amount includes 16.45 dividend equivalent units.
- (13) This amount includes 8.20 dividend equivalent units.
- (14) This amount includes 7.04 dividend equivalent units.
- (15) This amount includes 2.28 dividend equivalent units.
- (16) This amount includes 13.55 dividend equivalent units.
- (17) This amount includes 1.39 dividend equivalent units.
- (18) This amount includes 7.94 dividend equivalent units.
- (19) This amount includes 0.30 dividend equivalent units.
- (20) 1 for 1, subject to adjustments if the reporting person's employment with the Issuer terminates under certain circumstances prior to the fourth anniversary of the date on which the units were granted.

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.