

DONALDSON CO INC
 Form 4
 June 07, 2016

FORM 4

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

OMB APPROVAL

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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 *
 Perushek Mary Lynne

(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)
 06/06/2016

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 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)
				(A) or (D) Code V Amount (D) Price			
Common Stock					5,548	I	By Benefit Plan Trust
Common Stock					10,086	I	By Benefit Plan Trust
Common Stock	06/06/2016		M	2,748 A	\$ 33.36 33,033	D	
Common Stock	06/06/2016		F	2,607 D	\$ 36.13 30,426	D	
Common Stock	06/06/2016		M	2,944 A	\$ 34.21 33,370	D	

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Common Stock	06/06/2016	F	2,840	D	\$ 36.13	30,530	D
Common Stock	06/06/2016	M	4,176	A	\$ 33.05	34,706	D
Common Stock	06/06/2016	F	3,938	D	\$ 36.13	30,768	D
Common Stock	06/06/2016	M	6,823	A	\$ 33.36	37,591	D
Common Stock	06/06/2016	F	6,472	D	\$ 36.13	31,119	D

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

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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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 33.36	06/06/2016		M	2,748	11/28/2012	12/07/2017	Common Stock	2,748
Employee Stock Option (right to buy)	\$ 34.21	06/06/2016		M	2,944	01/03/2012	11/06/2016	Common Stock	2,944
Employee Stock Option (right to buy)	\$ 33.05	06/06/2016		M	4,176	07/09/2012	11/06/2016	Common Stock	4,176

Employee Stock Option (right to buy)	\$ 33.36	06/06/2016	M	6,823	11/28/2012	11/06/2016	Common Stock	6,823
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Perushek Mary Lynne 1400 WEST 94TH STREET BLOOMINGTON, MN 55413			Vice President	

Signatures

Amy C. Becker, Attorney-in-fact for Mary Lynne Perushek	06/07/2016
**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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