

PALL CORP  
Form 3  
October 02, 2014

**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 Smith Martin Alexander  
(Last) (First) (Middle)

2. Date of Event Requiring Statement

(Month/Day/Year)  
09/23/2014

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

4. Relationship of Reporting Person(s) to Issuer

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

C/O PALL CORPORATION,Â 25 HARBOR PARK DRIVE

(Street)

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

PORT WASHINGTON,Â NYÂ 11050

(City) (State) (Zip)

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)

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

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

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

Common Stock

0

D Â

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)

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

4. Conversion or Exercise Price of Derivative

5. Ownership Form of Derivative Security:

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

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy)	07/13/2015	07/13/2018	Common Stock	288	\$ 55.67	D	Â
Employee Stock Option (Right to Buy)	01/18/2015	01/18/2019	Common Stock	317	\$ 59.75	D	Â
Employee Stock Option (Right to Buy)	01/18/2016	01/18/2019	Common Stock	318	\$ 59.75	D	Â
Employee Stock Option (Right to Buy)	01/16/2015	01/16/2020	Common Stock	293	\$ 64.8	D	Â
Employee Stock Option (Right to Buy)	01/16/2016	01/16/2020	Common Stock	292	\$ 64.8	D	Â
Employee Stock Option (Right to Buy)	01/16/2017	01/16/2020	Common Stock	293	\$ 64.8	D	Â
Employee Stock Option (Right to Buy)	12/11/2014	12/11/2020	Common Stock	831	\$ 82.47	D	Â
Employee Stock Option (Right to Buy)	12/11/2015	12/11/2020	Common Stock	831	\$ 82.47	D	Â
Employee Stock Option (Right to Buy)	12/11/2016	12/11/2020	Common Stock	831	\$ 82.47	D	Â
Restricted Stock Units	07/13/2015	07/13/2015	Common Stock	701.39	\$ <u>(1)</u>	D	Â
Restricted Stock Units	01/18/2016	01/18/2016	Common Stock	769.03	\$ <u>(1)</u>	D	Â
Restricted Stock Units	12/11/2016	12/11/2016	Common Stock	505.97	\$ <u>(1)</u>	D	Â
Restricted Stock Units	01/16/2017	01/16/2017	Common Stock	696.45	\$ <u>(1)</u>	D	Â
Bonus Units	10/05/2016	10/05/2016	Common Stock	510.76 <u>(2)</u>	\$ <u>(3)</u>	D	Â
Bonus Units	10/04/2017	10/04/2017	Common Stock	368.31 <u>(4)</u>	\$ <u>(3)</u>	D	Â
After Tax Units	10/12/2017	10/12/2017	Common Stock	398.63 <u>(5)</u>	\$ <u>(3)</u>	D	Â
Base Salary Units	01/31/2016	01/31/2016	Common Stock	88.6 <u>(6)</u>	\$ <u>(3)</u>	D	Â
Base Salary Units	07/31/2016	07/31/2016	Common Stock	649.03 <u>(7)</u>	\$ <u>(3)</u>	D	Â
Base Salary Units	01/31/2017	01/31/2017	Common Stock	194.55 <u>(8)</u>	\$ <u>(3)</u>	D	Â

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Base Salary Units	07/31/2017	07/31/2017	Common Stock	277.16 <sup>(9)</sup>	\$ <sup>(3)</sup>	D	Â
Base Salary Units	01/31/2018	01/31/2018	Common Stock	251.92 <sup>(10)</sup>	\$ <sup>(3)</sup>	D	Â
Base Salary Units	07/31/2018	07/31/2018	Common Stock	251.42 <sup>(11)</sup>	\$ <sup>(3)</sup>	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Smith Martin Alexander C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Â	Â	Â Chief Technology Officer	Â

## Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Martin Alexander Smith 10/02/2014

\_\_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) 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 or retirement, or following a change in control, in any of which events the Units may vest in whole or in part.
  - (2) Includes 255.38 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (3) 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, subject to adjustments if the Reporting Person's employment with the Issuer terminates under certain circumstances prior to the date shown in Column 2.
  - (4) Includes 184.157 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (5) Includes 199.316 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (6) Includes 44.301 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (7) Includes 324.517 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (8) Includes 97.276 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (9) Includes 138.578 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (10) Includes 125.958 matching units granted by the Issuer for which the price in Column 4 was not paid.
  - (11) Includes 125.709 matching units granted by the Issuer for which the price in Column 4 was not paid.

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.