

HAGGERTY CHARLES A  
Form 4  
November 01, 2004

**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 \*  
HAGGERTY CHARLES A

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 800

(Street)

GOLDEN VALLEY, MN 55416-1259

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)  
10/28/2004

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)

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)	
				Code	V Amount Price				
Common Stock	10/28/2004		M		2,550	A \$ 20.2188	20,550	D	
Common Stock	10/28/2004		M		2,550	A \$ 19.8125	23,100	D	
Common Stock	10/28/2004		M		2,600	A \$ 18.0938	25,700	D	
Common Stock	10/28/2004		M		3,900	A \$ 11.375	29,600	D	
Common Stock	10/28/2004		M		1,533	A \$ 18.1485	31,133	D	

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Common Stock	10/28/2004	M	11,798	A	\$ 19.5391	42,931	D	
Common Stock	10/28/2004	M	3,333	A	\$ 17.725	46,264	D	
Common Stock	10/28/2004	F	13,738	D	\$ 37.18	32,526	D	
Common Stock	10/28/2004	G V	14,526	D	\$ 0	18,000	D	
Common Stock	10/28/2004	G V	14,526	A	\$ 0	34,926	I	By Trust

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 Underlying (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Nonqualified Stock Option (right to buy)	\$ 11.375	10/28/2004		M	3,900	01/02/2002	01/02/2011	Common Stock
Nonqualified Stock Option (right to buy)	\$ 17.725	10/28/2004		M	3,333	02/25/2004	02/25/2013	Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.0938	10/28/2004		M	2,600	01/03/2001	01/03/2010	Common Stock
Nonqualified Stock Option (right to buy)	\$ 18.1485	10/28/2004		M	1,533	01/02/2003	01/02/2012	Common Stock
Nonqualified Stock Option (right to buy)	\$ 19.5391	10/28/2004		M	11,798	02/27/2003	02/27/2012	Common Stock
Nonqualified	\$ 19.8125	10/28/2004		M	2,550	01/14/2000	01/14/2009	Common



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