

Hoare Edward F.
Form 3
October 03, 2012

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Hoare Edward F. | | (Month/Day/Year) | PALL CORP [PLL] | |
| (Last) | (First) | 09/25/2012 | 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 | | | (Check all applicable) | |
| (Street) | | | <input type="checkbox"/> Director | <input type="checkbox"/> 10% Owner |
| | | | <input checked="" type="checkbox"/> Officer | <input type="checkbox"/> Other |
| | | | (give title below) (specify below) | |
| | | | President, Pall Americas | |
| PORT WASHINGTON,Â NYÂ 11050 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Form filed by One Reporting Person | |
| | | | <input type="checkbox"/> Form filed by More than One Reporting Person | |

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 | 2,340 | 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 Options (Rights to Buy) | 07/15/2012 | 07/15/2015 | Common Stock | 698 | \$ 39.02 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/16/2012 | 07/16/2016 | Common Stock | 662 | \$ 28.11 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/16/2013 | 07/16/2016 | Common Stock | 663 | \$ 28.11 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2012 | 07/14/2017 | Common Stock | 510 | \$ 36.64 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2013 | 07/14/2017 | Common Stock | 510 | \$ 36.64 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/14/2014 | 07/14/2017 | Common Stock | 510 | \$ 36.64 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/13/2012 | 07/13/2018 | Common Stock | 340 | \$ 55.67 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/13/2013 | 07/13/2018 | Common Stock | 340 | \$ 55.67 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/13/2014 | 07/13/2018 | Common Stock | 340 | \$ 55.67 | D | Â |
| Employee Stock Options (Rights to Buy) | 07/13/2015 | 07/13/2018 | Common Stock | 340 | \$ 55.67 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/18/2013 | 01/18/2019 | Common Stock | 317 | \$ 59.75 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/18/2014 | 01/18/2019 | Common Stock | 318 | \$ 59.75 | D | Â |
| Employee Stock Options (Rights to Buy) | 01/18/2015 | 01/18/2019 | Common Stock | 317 | \$ 59.75 | D | Â |
| Employee Stock | 01/18/2016 | 01/18/2019 | Common | 318 | \$ 59.75 | D | Â |

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| Options (Rights to Buy) | | | Stock | | | | |
|-------------------------|---------------------------|---------------------------|--------------|-----------|-------------------|---|---|
| Restricted Stock Units | 07/16/2013 | 07/16/2013 | Common Stock | 4,406.757 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units | 07/14/2014 | 07/14/2014 | Common Stock | 1,208.993 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units | 07/13/2015 | 07/13/2015 | Common Stock | 804.336 | \$ ⁽¹⁾ | D | Â |
| Restricted Stock Units | 01/18/2016 | 01/18/2016 | Common Stock | 747.944 | \$ ⁽¹⁾ | D | Â |
| Bonus Units | 09/25/2013 ⁽²⁾ | 09/25/2013 ⁽²⁾ | Common Stock | 4,157 | \$ ⁽³⁾ | D | Â |
| Bonus Units | 09/28/2014 ⁽²⁾ | 09/28/2014 ⁽²⁾ | Common Stock | 2,461 | \$ ⁽³⁾ | D | Â |
| Bonus Units | 09/29/2015 ⁽²⁾ | 09/29/2015 ⁽²⁾ | Common Stock | 4,617 | \$ ⁽³⁾ | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hoare Edward F. C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 | Â | Â | Â President, Pall Americas | Â |

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Edward F. Hoare

10/03/2012

**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, in any of which events the Units may vest in whole or in part.

(2) The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary of the transaction 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.

(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 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.

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