

DENVER ANDREW  
Form 4  
January 11, 2005

**FORM 4**

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

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
DENVER ANDREW

(Last) (First) (Middle)

PALL CORPORATION, 2200  
NORTHERN BLVD

(Street)

EAST HILLS, NY 11548-1289

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/07/2005

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)

Senior 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)
			Code	V	Amount or Price		
Common Stock	01/07/2005		M		12,500 A \$ 20.605	12,500	D
Common Stock	01/07/2005		M		19,250 A \$ 16.13	31,750	D
Common Stock	01/07/2005		S		15,900 D \$ 27.82	15,850	D
Common Stock	01/07/2005		S		100 D \$ 27.94	15,750	D
Common Stock	01/07/2005		S		8,000 D \$ 27.88	7,750	D

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Common Stock 01/07/2005 S 7,750 D \$ 28 0 D

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 Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
				Code	V (A) (D)	Date Exercisable Expiration Date	Title	
Employee Stock Option (Rights to Buy)	\$ 20.605	01/07/2005		M	1,397	04/29/2003 04/30/2012	Common Stock	1,397
Employee Stock Option (Rights to Buy)	\$ 20.605	01/07/2005		M	1,397	04/29/2004 04/30/2012	Common Stock	1,397
Employee Stock Option (Rights to Buy)	\$ 20.605	01/07/2005		M	4,853	04/29/2003 04/28/2012	Common Stock	4,853
Employee Stock Option (Rights to Buy)	\$ 20.605	01/07/2005		M	4,853	04/29/2004 04/28/2012	Common Stock	4,853
Employee Stock Option (Rights to Buy)	\$ 16.13	01/07/2005		M	9,625	10/03/2003 10/04/2012	Common Stock	9,625

Buy)  
 Employee  
 Stock  
 Option \$ 16.13 01/07/2005 M 9,625 10/03/2004 10/04/2012 Common Stock 9,625  
 (Rights to  
 Buy)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENVER ANDREW PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289			Senior Vice President	

## Signatures

Mary Ann Bartlett as Attorney-in-Fact for Andrew  
 Denver 01/11/2005

\*\*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. 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.