

KRASNOFF ERIC

Form 4

August 27, 2009

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
KRASNOFF ERIC

(Last) (First) (Middle)

2200 NORTHERN BLVD.

(Street)

EAST HILLS, NY 11548

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/25/2009

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)

Chairman and CEO

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	08/25/2009		S(1)	200 D	\$ 30.74 78,775.794 (2) (3)	D	
Common Stock	08/25/2009		S(1)	100 D	\$ 30.75 78,675.794 (2) (3)	D	
Common Stock	08/25/2009		S(1)	300 D	\$ 30.76 78,375.794 (2) (3)	D	
Common Stock	08/25/2009		S(1)	100 D	\$ 30.81 78,275.794 (2) (3)	D	
Common Stock	08/25/2009		S(1)	400 D	\$ 30.82 77,875.794 (2) (3)	D	

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Common Stock	08/25/2009	<u>S(1)</u>	100	D	\$ 30.83	77,775.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	100	D	\$ 30.84	77,675.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	700	D	\$ 30.86	76,975.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	300	D	\$ 30.87	76,675.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	500	D	\$ 30.88	76,175.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	200	D	\$ 30.885	75,975.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	200	D	\$ 30.89	75,775.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	100	D	\$ 30.9	75,675.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	100	D	\$ 30.91	75,575.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	400	D	\$ 30.92	75,175.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	300	D	\$ 30.93	74,875.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	100	D	\$ 30.95	74,775.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	300	D	\$ 30.96	74,475.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	200	D	\$ 30.98	74,275.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	200	D	\$ 30.99	74,075.794 (2) (3)	D
Common Stock	08/25/2009	<u>S(1)</u>	100	D	\$ 31	73,975.794 (2) (3)	D

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

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reported Transaction (Instr. 6)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASNOFF ERIC 2200 NORTHERN BLVD. EAST HILLS, NY 11548	X		Chairman and CEO	

Signatures

/s/ Sandra Marino as Attorney-in-Fact for Eric Krasnoff

08/27/2009

 **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).

- (1) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and step-daughter. Mr. Krasnoff disclaims beneficial ownership of these shares.
- (3) Does not include 1,436 shares held indirectly by spouse.

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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