PLOURDE KATHARINE

Form 4 January 07, 2010

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

(Print or Type Responses)

1. Name and Address of Reporting Person * PLOURDE KATHARINE

2. Issuer Name and Ticker or Trading

Symbol

PALL CORP [PLL]

(First) (Middle) (Last) 3. Date of Earliest Transaction

(Zip)

(Month/Day/Year) 01/05/2010

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

10% Owner Other (specify

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

PORT WASHINGTON, NY 11050 (State)

1.Title of 2. Transaction Date 2A. Deemed Security

(City)

(Instr. 3)

25 HARBOR PARK DRIVE

(Month/Day/Year) Execution Date, if (Month/Day/Year)

4. Securities TransactionAcquired (A) or Code (Instr. 8)

Disposed of (D) (Instr. 3, 4 and 5) (A)

or

Code V Amount (D) Price

5. Amount of Securities Beneficially Owned Following Reported

Transaction(s)

(Instr. 3 and 4)

Issuer

below)

Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

X_ Director

Officer (give title

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial Ownership (Instr. 4) (Instr. 4)

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2005

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Number:

Expires:

response...

Estimated average

burden hours per

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

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

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of

3. Transaction Date 3A. Deemed (Month/Day/Year)

Execution Date, if (Month/Day/Year)

5. Number of 4 TransactionDerivative Code Securities (Instr. 8) Acquired (A) or

6. Date Exercisable and **Expiration Date** (Month/Day/Year)

7. Title and Amount of **Underlying Securities** (Instr. 3 and 4)

(9-02)

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Derivative Disposed of (D) Security (Instr. 3, 4, and 5) Code V (A) (D) Date **Expiration Title** Amount or Exercisable Number of Date Shares Director Common (2) (2) Award (1) 01/05/2010 A 3,261,756 3,261.756 Stock Units

Reporting Owners

Reporting Owner Name / Address

Director 10% Owner Officer Other

PLOURDE KATHARINE
25 HARBOR PARK DRIVE X

PORT WASHINGTON, NY 11050

Signatures

/s/ Sandra Marino as Attorney-in-Fact for Katharine L.
Plourde 01/07/2010

**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) The units will convert into shares of common stock on a 1-for-1 basis.
- (2) The date exercisable and expiration date are both the date of the Director's termination of Board membership.

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.

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