

Baratelli Yves  
 Form 3/A  
 September 23, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
 Expires: January 31, 2005  
 Estimated average burden hours per response... 0.5

**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)

<p>1. Name and Address of Reporting Person *</p> <p>Â Baratelli Yves</p> <p>(Last) (First) (Middle)</p> <p>25 HARBOR PARK DRIVE</p> <p>(Street)</p> <p>PORT WASHINGTON,Â NYÂ 11050</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>05/11/2010</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>PALL CORP [PLL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner  <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other                  (give title below) (specify below)                  Group VP; Pres, Life Sciences</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>05/21/2010</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person  <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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**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	2,713.755 <sup>(1)</sup>	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 Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy)	09/01/2007	09/01/2011	Common Stock	1,000	\$ 24.8	D	Â
Employee Stock Option (Right to Buy)	09/01/2008	09/01/2011	Common Stock	1,000	\$ 24.8	D	Â
Employee Stock Option (Right to Buy)	07/27/2006	07/27/2012	Common Stock	800	\$ 30.83	D	Â
Employee Stock Option (Right to Buy)	07/27/2007	07/27/2012	Common Stock	800	\$ 30.83	D	Â
Employee Stock Option (Right to Buy)	07/27/2008	07/27/2012	Common Stock	800	\$ 30.83	D	Â
Employee Stock Option (Right to Buy)	07/27/2009	07/27/2012	Common Stock	800	\$ 30.83	D	Â
Employee Stock Option (Right to Buy)	07/27/2007	07/27/2013	Common Stock	800	\$ 25.85	D	Â
Employee Stock Option (Right to Buy)	07/27/2008	07/27/2013	Common Stock	800	\$ 25.85	D	Â
Employee Stock Option (Right to Buy)	07/27/2009	07/27/2013	Common Stock	800	\$ 25.85	D	Â
Employee Stock Option (Right to Buy)	07/27/2010	07/27/2013	Common Stock	800	\$ 25.85	D	Â
Employee Stock Option (Right to Buy)	07/17/2008	07/17/2014	Common Stock	652	\$ 48.72	D	Â
Employee Stock Option (Right to Buy)	07/17/2009	07/17/2014	Common Stock	653	\$ 48.72	D	Â
Employee Stock Option (Right to Buy)	07/17/2010	07/17/2014	Common Stock	652	\$ 48.72	D	Â
Employee Stock Option (Right to Buy)	07/17/2011	07/17/2014	Common Stock	653	\$ 48.72	D	Â
Employee Stock Option (Right to Buy)	07/15/2009	07/15/2015	Common Stock	1,037	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	07/15/2010	07/15/2015	Common Stock	1,038	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	07/15/2011	07/15/2015	Common Stock	1,037	\$ 39.02	D	Â
Employee Stock Option (Right to Buy)	07/15/2012	07/15/2015	Common Stock	1,038	\$ 39.02	D	Â
Restricted Stock Units	07/27/2010	07/27/2010	Common Stock	2,652.95 <sup>(2)</sup>	\$ <sup>(3)</sup>	D	Â
	07/17/2011	07/17/2011			\$ <sup>(3)</sup>	D	Â

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Restricted Stock Units			Common Stock	1,695.74 (4)			
Restricted Stock Units	07/15/2012	07/15/2012	Common Stock	1,973.27 (5)	\$ (3)	D	Â
Restricted Stock Units	07/16/2013	07/16/2013	Common Stock	7,012.42 (6)	\$ (3)	D	Â
Bonus Units	09/29/2010(7)	09/29/2010(7)	Common Stock	6,074 (8)	\$ (9)	D	Â
Bonus Units	10/12/2011(7)	10/12/2011(7)	Common Stock	9,928 (10)	\$ (9)	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Baratelli Yves 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Â	Â	Â Group VP; Pres, Life Sciences	Â

## Signatures

/s/ Sandra Marino as Attorney-in-Fact for Yves Baratelli  
 09/23/2010  
 \*\*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) Due to an administrative error 23,549,295 shares were not reported in the original Form 3.
- (2) This amount includes 152.95 Dividend Equivalent Units.  
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, retirement or termination of employment without cause, in any of which events the Units may vest in whole or in part.
- (3) This amount includes 75.74 Dividend Equivalent Units.
- (4) This amount includes 63.27 Dividend Equivalent Units.
- (5) This amount includes 92.42 Dividend Equivalent Units.
- (6) 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.
- (7) This amount includes 2,873 matching units and 328 dividend equivalent units.  
The Derivative Security will vest and become convertible into shares of Common Stock 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.
- (8) This amount includes 4,742 matching units and 444 dividend equivalent units.
- (9) This amount includes 4,742 matching units and 444 dividend equivalent units.
- (10) 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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