Edgar Filing: PALL CORP - Form 4/A

PALL COR	P										
Form 4/A											
August 11,	2008										
FORM	ΛΔ								PPROVAL		
	UNITED		SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549					3235-0287			
Check the check								Expires:	January 31		
subject		MENT OF	F CHANGES IN BENEFICIAL OWNERSHIP O						Estimated average 2005		
Section				SECU	RITIES				burden hours per		
Form 4 Form 5			1	1((-) - f - f		C. E. I.		response	. 0.5		
obligati	-						nge Act of 1934, of 1935 or Secti				
may cor	iunue.			•	•	ny Act of 1		011			
<i>See</i> Inst 1(b).	ruction	50(II)	or the h	nvestnen	Compa		740				
1(0).											
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> VILLA LINDA D				2. Issuer Name and Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer				
			PALL CORP [PLL]								
(Least)	(First)	Middle)		-	-		(Che	eck all applicabl	e)		
(Last)	(First) (Middle)		of Earliest T	ransaction		Director	100	% Owner		
				Month/Day/Year) /7/15/2008			Officer (give title Other (specify				
			0111011				below) Senior Cor	below) p VP-Human R	esources		
(Street)				4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check				
Fi			Filed(Mo	onth/Day/Yea	r)		Applicable Line)				
07/17				2008			_X_ Form filed by One Reporting Person Form filed by More than One Reporting				
EASTHIL	LS, NY 11548						Person	infore than one it	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned		
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securit		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution	Date, if	Transactio				Form: Direct	Indirect		
(Instr. 3)		any (Month/Da	v/Year)	Code (Instr. 8)	Disposed (Instr. 3. 4		Beneficially Owned	(D) or Indirect (I)	Ownership		
		X	· · · · · · · · · · · · · · · · · · ·	((,	,	Following	(Instr. 4)	(Instr. 4)		
						(A)	Reported Transaction(a)				
						or	Transaction(s) (Instr. 3 and 4)				
				Code V	Amount	(D) Price					
Reminder: Re	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly o	or indirectly.				
							spond to the colle		SEC 1474		

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

Edgar Filing: PALL CORP - Form 4/A

(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)				
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Rights to Buy)	\$ 39.02	07/15/2008		A	5,280	<u>(1)</u>	07/15/2015	Common Stock	5,280
Restricted Stock Units	(2)	07/15/2008		А	2,430 (3)	07/15/2012	07/15/2012	Common Stock	2,430 (3)

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
VILLA LINDA D						
2200 NORTHERN BLVD			Senior Corp VP-Human Resources			
EAST HILLS, NY 11548						
Signatures						

/s/ Linda Villa 08/11/2008 <u>**</u>Signature of Date

Reporting Person

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 Stock Options will vest 25% on each of the first four anniversaries of the date shown in column 3 provided the reporting person is still employed by the Issuer or a subsidiary on that date.

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

- (2) column 6 provided the reporting person is still employed by the Issuer or a subsidiary of 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) The Form 4 filed on July 17, 2008 inadvertently reported that Ms. Villa acquired 2,390 Pall Corp. (PLL) restricted stock units. In fact, Ms. Villa acquired 2,430 PLL restricted stock units.

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.