

MARINO SANDRA
Form 3/A
July 29, 2009

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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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)

1. Name and Address of Reporting
Person *

^ MARINO SANDRA

(Last) (First) (Middle)

2200 NORTHERN BLVD

(Street)

EAST HILLS, ^ NY ^ 11548

(City) (State) (Zip)

2. Date of Event Requiring
Statement

(Month/Day/Year)

07/29/2009

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

4. Relationship of Reporting
Person(s) to Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer ____ Other
(give title below) (specify below)

See Remarks

5. If Amendment, Date Original
Filed(Month/Day/Year)

06/11/2009

6. Individual or Joint/Group
Filing(Check Applicable Line)
__X__ Form filed by One Reporting
Person
____ Form filed by More than One
Reporting Person

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

0

D

^

Common Stock

194.488 ⁽⁷⁾

D

^

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

SEC 1473 (7-02)

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

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

5. Ownership
Form of
Derivative
Security:

6. Nature of Indirect
Beneficial
Ownership
(Instr. 5)

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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Options (Rights to Buy)	05/31/2006	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	05/31/2007	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	05/31/2008	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	05/31/2009	05/31/2012	Common Stock	1,250	\$ 29.19	D	Â
Employee Stock Options (Rights to Buy)	07/27/2006	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2007	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2008	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2009	07/27/2012	Common Stock	100	\$ 30.83	D	Â
Employee Stock Options (Rights to Buy)	07/27/2007	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Employee Stock Options (Rights to Buy)	07/27/2008	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Employee Stock Options (Rights to Buy)	07/27/2009	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Employee Stock Options (Rights to Buy)	07/27/2010	07/27/2013	Common Stock	100	\$ 25.85	D	Â
Restricted Stock Units	07/27/2009	07/27/2009	Common Stock	520.94 ⁽¹⁾	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	07/27/2010	07/27/2010	Common Stock	513.58 ⁽²⁾	\$ ⁽⁴⁾	D	Â
Restricted Stock Units	07/17/2011	07/17/2011	Common Stock	445.8 ⁽³⁾	\$ ⁽⁴⁾	D	Â
Base Salary Units	01/31/2012	01/31/2012	Common Stock	46.93 ⁽⁵⁾	\$ ⁽⁶⁾	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
	Â	Â	Â See Remarks	Â

MARINO SANDRA
2200 NORTHERN BLVD
EAST HILLS, NY 11548

Signatures

Sandra Marino

07/29/2009

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) This amount includes 20.94 dividend equivalent units.
- (2) This amount includes 13.58 dividend equivalent units.
- (3) This amount includes 5.80 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, or retirement, in any of which events the Units may vest in whole or in part.

- (5) This amount includes 0.32 dividend equivalent units.

The Units 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.

- (7) These shares were purchased under an Employee Stock Purchase Plan. Due to an administrative error, they were not reported in the original Form 3.

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Remarks:

Senior Vice President, Corporate Secretary and General Counsel

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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