

PALL CORP

Form 4

August 31, 2015

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
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
HOFFMAN RONALD L

(Last) (First) (Middle)

**C/O PALL CORPORATION, 25
HARBOR PARK DRIVE**

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
08/31/2015

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)

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	08/31/2015		D	14,118.608	D 127.2 0	D	
					(1)		
Common Stock	08/31/2015		D	5,933	D 127.2 0	D	
					(2)		

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

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SEC 1474
(9-02)

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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 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 (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. Title and Amount of Underlying Securities (Instr. 3 and 4)
Director Stock Option (Right to Buy)	\$ 24.28	08/31/2015		D	3,000	11/19/2009 11/19/2015	Common Stock	3,000

Reporting Owners

Reporting Owner Name / Address	Relationships
HOFFMAN RONALD L C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050	Director 10% Owner Officer Other
	X

Signatures

/s/ Adam Mandelbaum, Attorney-in-fact for Ronald L. Hoffman

08/31/2015

**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) Pursuant to the Agreement and Plan of Merger, dated May 12, 2015 (the "Merger Agreement"), among Pall Corporation ("Pall"), Danaher Corporation ("Danaher") and Pentagon Merger Sub, Inc., an indirect wholly owned subsidiary of Danaher ("Merger Sub"), as of the effective time of the merger of Pall and Merger Sub, these restricted stock units ("RSUs") were converted into the right to receive a cash payment equal to the per share merger consideration of \$127.20.

(2) Pursuant to the Merger Agreement, at the effective time of the merger, these shares were converted into the right to receive a cash payment equal to the per share merger consideration of \$127.20.

(3) This option grant, which vested ratably over four years commencing on November 19, 2009, was canceled pursuant to the Merger Agreement in exchange for a cash payment of \$308,760 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of \$127.20

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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