

SCHROCK MICHAEL V  
 Form 4  
 February 28, 2006

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
 Washington, D.C. 20549

OMB APPROVAL

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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 \*  
 SCHROCK MICHAEL V

2. Issuer Name and Ticker or Trading Symbol  
 PENTAIR INC [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
 5500 WAYZATA BLVD., SUITE 800  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
 02/24/2006

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 President, COO Enclosures

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

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

GOLDEN VALLEY, MN 55416-1261

(City) (State) (Zip)

**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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |   |
| Common Stock                    | 02/24/2006                           |  | S <sup>(1)</sup>               | 19,100 D  | \$ 40   | 149,760.935  | D   |
| Common Stock                    | 02/24/2006                           |  | S <sup>(1)</sup>               | 2,100 D   | \$ 40.04  | 147,660.935  | D   |
| Common Stock                    | 02/24/2006                           |  | S <sup>(1)</sup>               | 100 D   | \$ 40.06  | 147,560.935  | D   |
| Common Stock                    | 02/27/2006                           |  | S <sup>(1)</sup>               | 1,200 D   | \$ 40.09  | 146,360.935  | D   |
| Common Stock                    | 02/27/2006                           |  | S <sup>(1)</sup>               | 8,400 D   | \$ 40.1   | 137,960.935  | D   |

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|                     |            |  |                  |       |   |          |             |   |         |
|---------------------|------------|--|------------------|-------|---|----------|-------------|---|---------|
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 900   | D | \$ 40.14 | 137,060.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 740   | D | \$ 40.15 | 136,320.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 1,200 | D | \$ 40.16 | 135,120.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 900   | D | \$ 40.18 | 134,220.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 100   | D | \$ 40.19 | 134,120.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 360   | D | \$ 40.2  | 133,760.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 100   | D | \$ 40.21 | 133,660.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 600   | D | \$ 40.25 | 133,060.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 2,000 | D | \$ 40.28 | 131,060.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 1,400 | D | \$ 40.29 | 129,660.935 | D |         |
| Common Stock        | 02/27/2006 |  | S <sup>(1)</sup> | 800   | D | \$ 40.3  | 128,860.935 | D |         |
| Common Stock        | 02/27/2006 |  | F <sup>(2)</sup> | 1,634 | D | \$ 40.69 | 127,226.935 | D |         |
| Common Stock - ESPP |            |  |                  |       |   |          | 3,821.831   | D |         |
| Common Stock - ESOP |            |  |                  |       |   |          | 858.515     | I | By ESOP |

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

**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.**

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(9-02)

**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 | 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 | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Beneficially Owned |
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|
|--|---|--------------------------------------|--|--------------------------------|------------------------------------|--|---|--|---|

Security

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

Follo  
Repo  
Trans  
(Instr

| Code | V | (A) | (D) | Date<br>Exercisable | Expiration<br>Date | Title | Amount<br>or<br>Number<br>of<br>Shares |
|------|---|-----|-----|---------------------|--------------------|-------|--|
|------|---|-----|-----|---------------------|--------------------|-------|--|

## Reporting Owners

### Reporting Owner Name / Address

### Relationships

Director    10% Owner    Officer    Other

SCHROCK MICHAEL V  
5500 WAYZATA BLVD.  
SUITE 800  
GOLDEN VALLEY, MN 55416-1261

President, COO Enclosures

## Signatures

Louis L. Ainsworth,  
Attorney-In-Fact

02/28/2006

\_\_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).
- (2) Shares surrendered to pay taxes applicable to vesting of restricted stock.
- (1) The reported sale was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2005.

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.