

STEVENS DONALD  
Form 4  
February 24, 2010

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

OMB APPROVAL

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**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 \*  
STEVENS DONALD

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
25 HARBOR PARK DRIVE  
  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
02/22/2010

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

PORT WASHINGTON, NY 11050

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

(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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/22/2010		M <sup>(1)</sup>		18,000 A \$ 16.13	80,049.376	D
Common Stock	02/22/2010		M <sup>(1)</sup>		13,000 A \$ 27	93,049.376	D
Common Stock	02/22/2010		S <sup>(1)</sup>		20,800 D \$ 39	72,249.376	D
Common Stock	02/22/2010		S <sup>(1)</sup>		800 D \$ 39.005	71,449.376	D
Common Stock	02/22/2010		S <sup>(1)</sup>		8,600 D \$ 39.01	62,849.376	D

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Common Stock	02/22/2010	S <sup>(1)</sup>	100	D	\$ 39.015	62,749.376	D
Common Stock	02/22/2010	S <sup>(1)</sup>	500	D	\$ 39.02	62,249.376	D
Common Stock	02/22/2010	S <sup>(1)</sup>	200	D	\$ 39.03	62,049.376	D

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 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 Acquired (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)
					(A)	(D)	Date Exercisable	Expiration Date	
Employee Stock Option (Right to Buy)	\$ 16.13	02/22/2010		M <sup>(1)</sup>	7,551		10/03/2004	10/02/2012	Common Stock 7,551
Employee Stock Option (Right to Buy)	\$ 16.13	02/22/2010		M <sup>(1)</sup>	10,449		10/03/2005	10/02/2012	Common Stock 10,449
Employee Stock Option (Right to Buy)	\$ 27	02/22/2010		M <sup>(1)</sup>	6,750		01/19/2006	01/19/2012	Common Stock 6,750
Employee Stock Option (Right to Buy)	\$ 27	02/22/2010		M <sup>(1)</sup>	6,250		01/19/2007	01/19/2012	Common Stock 6,250

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS DONALD 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050			President	

## Signatures

/s/ Jeff Molin as Attorney-in-Fact for Donald  
Stevens 02/24/2010

\_\_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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.

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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