

PALL CORP

Form 4

August 21, 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  
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 2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
 Smith Martin Alexander

(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)

08/19/2015

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

5. Relationship of Reporting Person(s) to  
 Issuer

(Check all applicable)

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

Chief Technology Officer

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 Acquired, Disposed of, or Beneficially Owned**

| 1. Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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  
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SEC 1474  
 (9-02)

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

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

## Edgar Filing: PALL CORP - Form 4

| (Instr. 3)     | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4, and<br>5) | Code | V | (A) | (D) | Date Exercisable          | Expiration<br>Date | Title           | Amount o<br>Number o<br>Shares |
|----------------|------------------------------------|------------------|------------|---------------------------------------------------------------|------|---|-----|-----|---------------------------|--------------------|-----------------|--------------------------------|
| Bonus<br>Units | <u>(1)</u>                         | 08/19/2015       | A          | 473.284<br><u>(2)</u>                                         |      |   |     |     | 08/19/2015 <sup>(3)</sup> | <u>(4)</u>         | Common<br>Stock | 473.284                        |

## Reporting Owners

| Reporting Owner Name / Address                                                                      | Relationships |           |                          |       |
|-----------------------------------------------------------------------------------------------------|---------------|-----------|--------------------------|-------|
|                                                                                                     | Director      | 10% Owner | Officer                  | Other |
| Smith Martin Alexander<br>C/O PALL CORPORATION<br>25 HARBOR PARK DRIVE<br>PORT WASHINGTON, NY 11050 |               |           | Chief Technology Officer |       |

## Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Martin Alexander Smith 08/21/2015

\_\_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) Represents restricted units i) acquired under the Issuer's Management Stock Purchase Plan in lieu of all or a portion of the Reporting Person's annual bonus compensation and ii) payable in shares of the Issuer's common stock.
- (2) Includes 236.642 matching units granted by the Issuer for which the price in Column 8 was not paid.
- (3) Date shown is grant date. Units will vest on the fourth anniversary of the grant date provided the Reporting Person satisfies certain service conditions.
- (4) Units do not have an expiration date.

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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