#### Edgar Filing: STEVENS DONALD - Form 4

STEVENS D	ONALD											
Form 4												
February 02,												
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								OMB APPROVAL			
	Washington, D.C. 20549						COMMISSION	OMB Number:	3235-0287			
Check thi if no long	ar									Expires:	January 31	
subject to		EMENT C	OF CHAN			BENEFICIAL OWNERSHIP OF				Estimated a	2005 average	
Section 16. SECURITIES							burden hours per					
Form 4 or Form 5			0 . 1		.1	a	-	1		response	response 0.	
obligation	• 0	*							ge Act of 1934,			
may conti	inue. Section			•		•	· ·		f 1935 or Sectio	n		
<i>See</i> Instru 1(b).	iction	50(11	) of the Inv	vestine	int C	Joinpan	y Aci	01 19	40			
(Print or Type R	Responses)											
1. Name and Address of Reporting Person *       2. Issue         STEVENS DONALD       Symbol				suer Name <b>and</b> Ticker or Trading ol				g	5. Relationship of Reporting Person(s) to Issuer			
			PALL C	ORP [	PLI	[]			(Chec	k all applicable	e)	
(Last)	(First)	(Middle)	3. Date of	Earliest	Tra	nsaction			(enec	in un uppricuon		
			(Month/D	ay/Year)					Director 10% Owner			
	PORATION,	2200	01/31/20	)06					X Officer (give below)	e title Oth below)	er (specify	
NORTHERN	N BLVD								/	Operating Office	cer	
	(Street)		4. If Amer	ndment,	Date	e Original			6. Individual or Jo	oint/Group Filin	ng(Check	
				led(Month/Day/Year)					Applicable Line)			
									_X_Form filed by			
EAST HILL	.S, NY 11548								Form filed by M Person		eporting	
(City)	(State)	(Zip)	Table	e I - Noi	n-De	erivative S	Securi	ties Ac	quired, Disposed of	f, or Beneficia	lly Owned	
1.Title of	2. Transaction	Date 2A. De	emed	3.		4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Y	on Date, if TransactionAcquired (A) or							Form: Direct	Indirect		
(Instr. 3)		any (Month	n/Day/Year)	Code (Instr.	1 ( )				•	D) or ndirect (I)	Beneficial Ownership	
		(monu	(Duy) (Cur)	(mou.	0)	(1150.5,	i unu	5)	Following	(Instr. 4)	(Instr. 4)	
							(A)		Reported			
							or		Transaction(s) (Instr. 3 and 4)			
				Code	V	Amount	(D)	Price	(msu: 5 and 4)			
Common Stock	01/31/2006			М		1,731	А	\$0	26,889	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.

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

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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. 5. Number of Derivative TransactionSecurities Acquired (A) Code or Disposed of (D) (Instr. 8) (Instr. 3, 4, and 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title : Underly (Instr. 3	
							Date Exercisable	Expiration Date	Title
				Code V	(A)	(D)			
Base Salary Units	\$ 0 <u>(1)</u>	01/31/2006		М		1,731	01/31/2006	01/31/2006	Comm Stoc
Base Salary Units	\$ 0 <u>(1)</u>	01/31/2006		F		843.52	01/31/2006	01/31/2006	Comm Stoc
Base Salary Units	\$ 0 <u>(1)</u>	01/31/2006		D		0.21	01/31/2006	01/31/2006	Comm Stoc
Base Salary Units	\$ 0 <u>(2)</u>	01/31/2006		А	1,805.5556 ( <u>3)</u>		01/31/2010(4)	01/31/2010(4)	Comm Stoc

# **Reporting Owners**

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
STEVENS DONALD PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548			Chief Operating Officer					
Signatures								

 Jeff Molin as Attorney-in-Fact for Donald B.
 02/02/2006

 Stevens
 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) The Units will convert into shares of common stock on a 1-for-1 basis.
- (2) 1 for 1, 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.
- (3) Includes 902.7778 matching units granted by the Issuer, for which the price in Column 8 was not paid.

The Date Exercisable (vesting date) and the Expiration Date are the fourth anniversary date of the transaction date shown in column 3 of(4) this table, or, if sooner, the date on which the reporting person's employment with the Issuer terminates, or, if later, the date to which the reporting person elects to defer receipt of common stock beyond the vesting 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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