

DONALDSON CO INC
Form 4
January 06, 2015

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 *
MILLER PAUL DAVID

(Last) (First) (Middle)
1400 WEST 94TH
(Street)

BLOOMINGTON, MN 55431

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
DONALDSON CO INC [DCI]

3. Date of Earliest Transaction
(Month/Day/Year)
01/01/2015

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 Ownership (Instr. 4)
Common Stock	01/01/2015	01/02/2015	A	Code V Amount (A) or (D) Price	\$ 33,295	D	

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

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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)

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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. 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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 38.47	01/02/2015		A		14,000	(1) 01/02/2025	Common Stock	14,000
Employee stock option (right to buy)	\$ 38.47	01/02/2015		G	V	1,397	(1) 01/02/2025	Common Stock	1,397
Employee stock option (right to buy)	\$ 38.47	01/02/2015		G	V	1,397	(1) 01/02/2025	Common Stock	1,397
Employee stock option (right to buy)	\$ 38.47	01/02/2015		G	V	1,397	(1) 01/02/2025	Common Stock	1,397
Employee stock option (right to buy)	\$ 38.47	01/02/2015		G	V	1,397	(1) 01/02/2025	Common Stock	1,397
Employee stock option (right to buy)	\$ 38.47	01/02/2015		G	V	1,397	(1) 01/02/2025	Common Stock	1,397

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MILLER PAUL DAVID 1400 WEST 94TH	X			

BLOOMINGTON, MN 55431

Signatures

Amy C. Becker, Attorney-in-fact for Paul David
Miller

01/06/2015

__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) The option vests in three equal annual installments beginning on January 2, 2016.

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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