

DURANT KAREN A
 Form 4
 February 25, 2005

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 *
 DURANT KAREN A

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)
 02/23/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Vice President, Controller

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 55416-1259

(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)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/23/2005		A ⁽¹⁾	179 A \$ 0	60,738.027	D	
Common Stock					10,126.573	I	By Trust

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

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SEC 1474 (9-02)

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

Table with columns: 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), 8. Price of Derivative Security (Instr. 5), 9. Number of Derivative Securities Owned Beneficially (Instr. 5), 10. Reporting Owner's Relationship to Issuer (Instr. 4), 11. Derivative Security Held by Reporting Owner (Instr. 5), 12. Date of Acquisition or Disposition of Derivative Security (Instr. 3, 4, and 5), 13. Date of Issuance or Maturity (if any) of Underlying Security (Instr. 5), 14. Underlying Security (Instr. 5), 15. Name and Title of Issuer (Instr. 5), 16. Name and Title of Reporting Owner (Instr. 3), 17. Date of Reporting (Instr. 3), 18. Nature of Reporting Owner's Ownership (Instr. 4), 19. Date of Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4), 20. Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4), 21. Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4), 22. Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4), 23. Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4), 24. Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4), 25. Reporting Owner's Acquisition of Reporting Owner's Ownership (Instr. 4).

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

DURANT KAREN A
5500 WAYZATA BLVD.
SUITE 800
GOLDEN VALLEY, MN 55416-1259

Vice President, Controller

Signatures

Louis L. Ainsworth,
Attorney-In-Fact 02/25/2005

**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) Restricted stock granted pursuant to the Pentair, Inc. Omnibus Stock Incentive Plan. Shares remain subject to a vesting condition under the stock incentive plan.

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.