

SCHROCK MICHAEL V  
 Form 4  
 February 28, 2006

**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 \*  
 SCHROCK MICHAEL V

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)  
 02/24/2006

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

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 55416-1261

(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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	02/24/2006		S <sup>(1)</sup>	19,100 D \$ 40	149,760.935	D	
Common Stock	02/24/2006		S <sup>(1)</sup>	2,100 D \$ 40.04	147,660.935	D	
Common Stock	02/24/2006		S <sup>(1)</sup>	100 D \$ 40.06	147,560.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	1,200 D \$ 40.09	146,360.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	8,400 D \$ 40.1	137,960.935	D	

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Common Stock	02/27/2006		S <sup>(1)</sup>	900	D	\$ 40.14	137,060.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	740	D	\$ 40.15	136,320.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	1,200	D	\$ 40.16	135,120.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	900	D	\$ 40.18	134,220.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	100	D	\$ 40.19	134,120.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	360	D	\$ 40.2	133,760.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	100	D	\$ 40.21	133,660.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	600	D	\$ 40.25	133,060.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	2,000	D	\$ 40.28	131,060.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	1,400	D	\$ 40.29	129,660.935	D	
Common Stock	02/27/2006		S <sup>(1)</sup>	800	D	\$ 40.3	128,860.935	D	
Common Stock	02/27/2006		F <sup>(2)</sup>	1,634	D	\$ 40.69	127,226.935	D	
Common Stock - ESPP							3,821.831	D	
Common Stock - ESOP							858.515	I	By ESOP

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

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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	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	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 Beneficially Owned
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