

KRASNOFF ERIC  
Form 4  
August 26, 2009

**FORM 4**

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
KRASNOFF ERIC

(Last) (First) (Middle)  
2200 NORTHERN BLVD.  
  
(Street)

EAST HILLS, NY 11548

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
PALL CORP [PLL]

3. Date of Earliest Transaction (Month/Day/Year)  
08/24/2009

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)  
Chairman and CEO

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)
				(A) or (D)	Price		
Common Stock	08/24/2009		S <sup>(1)</sup>	100 D	\$ 30.59	83,875.794 (2) (3)	D
Common Stock	08/24/2009		S <sup>(1)</sup>	350 D	\$ 30.6	83,525.794 (2) (3)	D
Common Stock	08/24/2009		S <sup>(1)</sup>	250 D	\$ 30.61	83,275.794 (2) (3)	D
Common Stock	08/24/2009		S <sup>(1)</sup>	100 D	\$ 30.62	83,175.794 (2) (3)	D
Common Stock	08/24/2009		S <sup>(1)</sup>	100 D	\$ 30.63	83,075.794 (2) (3)	D

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Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 30.66	82,775.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	200	D	\$ 30.68	82,575.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	200	D	\$ 30.69	82,375.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 30.7	82,075.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 30.71	81,775.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.72	81,675.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	200	D	\$ 30.73	81,475.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 30.74	81,175.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	300	D	\$ 30.75	80,875.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.76	80,775.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.8	80,675.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.81	80,575.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	200	D	\$ 30.83	80,375.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	433	D	\$ 30.84	79,942.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	200	D	\$ 30.85	79,742.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.86	79,642.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.87	79,542.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	267	D	\$ 30.89	79,275.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.91	79,175.794 <u>(2) (3)</u>	D
Common Stock	08/24/2009	<u>S<sup>(1)</sup></u>	100	D	\$ 30.96	79,075.794 <u>(2) (3)</u>	D
	08/24/2009	<u>S<sup>(1)</sup></u>	100	D			D

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Common Stock \$ 78,975.794  
30.97 (2) (3)

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

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**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 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 Beneficially Owned Following Transaction (Instr. 6)
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KRASNOFF ERIC 2200 NORTHERN BLVD. EAST HILLS, NY 11548	X		Chairman and CEO	

## Signatures

/s/ Sandra Marino as Attorney-in-Fact for Eric Krasnoff 08/26/2009

\_\_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) Transaction was made pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and step-daughter. Mr. Krasnoff disclaims beneficial ownership of these shares.
- (3) Does not include 1,436 shares held indirectly by spouse.

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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