

PENTAIR INC  
Form 8-K  
April 23, 2004

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**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

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**FORM 8-K**

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**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**  
**SECURITIES EXCHANGE ACT OF 1934**

Date of Report (Date of earliest event reported): April 23, 2004

Commission file number 1-11625

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**Pentair, Inc.**

(Exact name of Registrant as specified in its charter)

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**Minnesota**  
(State or other jurisdiction of  
incorporation or organization)

**41-0907434**  
(I.R.S. Employer  
Identification number)

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5500 Wayzata Blvd, Suite 800, Golden Valley, Minnesota  
(Address of principal executive offices)

55416  
(Zip code)

Registrant's telephone number, including area code: (763) 545-1730

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**ITEM 5. OTHER EVENTS AND REGULATION FD DISCLOSURE**

Pentair, Inc. ( Pentair ) is soliciting shareholder approval of the Pentair, Inc. Compensation Plan for Non-Employee Directors (the Outside Directors Plan ), the Pentair, Inc. Employee Stock Purchase and Bonus Plan (the ESPP ) and the Pentair, Inc. International Stock Purchase and Bonus Plan (the ISPP, and together with the Outside Directors Plan and the ESPP, the Plans ) at Pentair s annual meeting of shareholders scheduled to be held on April 30, 2004 (the Annual Meeting ) pursuant to a proxy statement filed with the Securities and Exchange Commission on March 19, 2004. Pentair has agreed that, after approval of such Plans at the Annual Meeting, it will not purchase on the open market shares of Pentair common stock in excess of 250,000 under the Outside Directors Plan, 1,000,000 under the ESPP and 250,000 under the ISPP without first obtaining further approval from Pentair shareholders.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on April 23, 2004.

PENTAIR, INC.  
Registrant

By /s/ David D. Harrison

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David D. Harrison

Executive Vice President and Chief Financial Officer

(Chief Accounting Officer)