PALL CORP
Form 4
August 31, 2015

FORM 4

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

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

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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
Taylor Julie R.

(Last) (First) (Middle)

C/O PALL CORPORATION, 25 HARBOR PARK DRIVE

(Street)

PORT WASHINGTON, NY 11050

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
08/31/2015

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
Chief Human Resources Officer

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	08/31/2015		D		7,239.244	D	$ 127.2 (1)	0	D	
Common Stock	08/31/2015		D		4,266.753	D	(2)	0	D	
Common Stock	08/31/2015		D		1,245.677	D	$ 127.2 (3)	0	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)

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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 D S (I
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy)	$ 55.67	08/31/2015		D			340	(4)	07/13/2018	Common Stock	340	
Employee Stock Option (Right to Buy)	$ 59.75	08/31/2015		D			318	(5)(6)	01/18/2019	Common Stock	318	
Employee Stock Option (Right to Buy)	$ 64.8	08/31/2015		D			878	(7)	01/16/2020	Common Stock	878	
Employee Stock Option (Right to Buy)	$ 82.47	08/31/2015		D			6,480	(8)	12/11/2020	Common Stock	6,480	
Employee Stock Option (Right to Buy)	$ 94.53	08/31/2015		D			7,982	(9)	12/10/2021	Common Stock	7,982	

Reporting Owners

Reporting Owner Name / Address	Relationships

Director 10% Owner Officer Other

Taylor Julie R.
C/O PALL CORPORATION
25 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050

Chief Human Resources Officer

Signatures

/s/ Adam Mandelbaum as Attorney-in-Fact for Julie R. Taylor — 08/31/2015

**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) Pursuant to the Agreement and Plan of Merger, dated May 12, 2015 (the "Merger Agreement"), among Pall Corporation ("Pall"), Danaher Corporation ("Danaher") and Pentagon Merger Sub, Inc., an indirect wholly owned subsidiary of Danaher ("Merger Sub"),as of the effective time of the merger of Pall and Merger Sub, these restricted stock units ("RSUs") were converted into the right to receive a cash payment equal to the per share merger consideration of $127.20.

(2) These RSUs were converted, pursuant to the Merger Agreement, into RSUs of Danaher common stock in an amount determined by multiplying the number of unvested RSUs of Pall immediately prior to the effective time of the merger by the Equity Award Exchange Ratio of [?], calculated by dividing the per share merger consideration of $127.20 by the average of the closing prices of the shares of Danaher common stock on the New York Stock Exchange for the ten (10) trading days immediately preceding the closing date.

(3) Pursuant to the Merger Agreement, at the effective time of the merger, these shares were converted into the right to receive a cash payment equal to the per share merger consideration of $127.20.

(4) This option grant, which vested in four equal annual installments commencing on July 13, 2012, was canceled pursuant to the Merger Agreement in exchange for a cash payment of $24,320.20 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of $127.20.

(5) This option grant, which provides for vesting in four equal installments commencing on January 18, 2013, was canceled pursuant to the Merger Agreement in exchange for a cash payment of $21,449.10 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of $127.20.

(6) This option grant, which provides for vesting in four equal installments commencing on January 18, 2013, was canceled pursuant to the Merger Agreement in exchange for a cash payment of $54,787.20 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of $127.20.

(7) This option grant, which provides for vesting in four equal installments commencing on January 16, 2014, was canceled pursuant to the Merger Agreement in exchange for a cash payment of $54,787.20 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of $127.20.

(8) This option grant, which provides for vesting in three equal installments commencing on December 11, 2014, was canceled pursuant to the Merger Agreement in exchange for a cash payment of $289,850.40 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of $127.20.

(9) This option grant, which provides for vesting in three equal installments commencing on December 10, 2015, was canceled pursuant to the Merger Agreement in exchange for a cash payment of $260,771.94 (less any required withholding taxes), which represents the amount equal to the number of shares of Pall common stock underlying the option multiplied by the difference between the per share exercise price and the per share merger consideration of $127.20.

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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