Edgar Filing: COUTTS ROBERT B - Form 4

| COUTTS R | OBERT B | | | | | | | | | | |
|----------------------|-------------------------|---------------------|---------------------------------------|----------------------|-----------------------|---|---|---------------------------------|------------------------|--|--|
| Form 4 | | | | | | | | | | | |
| January 12, | 2012 | | | | | | | | | | |
| FORM | Λ4 | | - | | | ~~~ | | | PPROVAL | | |
| | UNITED | STATES S | | RITIES A shington | | | E COMMISSIO | N OMB Number: | 3235-0287 | | |
| Check t | | | | | | | | Expires: | January 31, | | |
| if no lor subject | to STATEN | MENT OF | F CHANGES IN BENEFICIAL OWNERSHIP OF | | | | | r . | Estimated average | | |
| Section Form 4 | | SECURITIES | | | | | | | urs per . 0.5 | | |
| Form 5 | Filed put | rsuant to Se | ction 1 | 6(a) of the | ne Securi | ities Excha | nge Act of 1934, | response | | | |
| obligati may cor | Section 17 | (a) of the Pu | ıblic U | tility Hol | ding Co | mpany Act | t of 1935 or Secti | on | | | |
| See Inst 1(b). | | 30(h) of | f the In | ivestmen | t Compa | ny Act of 1 | 1940 | | | | |
| (Print or Type | Responses) | | | | | | | | | | |
| 1. Name and | Address of Reporting | Person [*] | 2. Issue | r Name an | d Ticker o | r Trading | 5. Relationship of Reporting Person(s) to | | | | |
| COUTTS I | | ymbol | | | U | Issuer | | | | | |
| | F | PALL (| CORP [P | LL] | | (Check all applicable) | | | | | |
| (Last) | (First) (| Middle) 3 | ddle) 3. Date of Earliest Transaction | | | | | | | | |
| | | | (Month/Day/Year) | | | X_ Director 10% Owner Officer (give title Other (specify | | | | | |
| C/O PALL HARBOR | N, 25 0 | 01/10/2012 | | | | below) below) | | | | | |
| (Street) | | | . If Ame | endment, D | ate Origin | al | 6. Individual or Joint/Group Filing(Check | | | | |
| | | | Filed(Month/Day/Year) | | | Applicable Line) _X_ Form filed by One Reporting Person | | | | | |
| PORT WA | SHINGTON, NY | 11050 | | | | | | More than One R | | | |
| (City) | (State) | (Zip) | Tab | le I - Non-J | Derivative | e Securities A | Acquired, Disposed | of, or Beneficia | lly Owned | | |
| 1.Title of | 2. Transaction Date | | | 3. | 4. Securi | | 5. Amount of | 6. Ownership | 7. Nature of | | |
| Security (Instr. 3) | (Month/Day/Year) | Execution Da | ate, 1f | Transactic Code | nAcquirec Disposed | | Securities Beneficially | Form: Direct (D) or Indirect | Indirect Beneficial | | |
| (1130.5) | | (Month/Day/ | /Year) | (Instr. 8) | (Instr. 3, | | Owned | (I) of maneet | Ownership | | |
| | | | | | | | Following | (Instr. 4) | (Instr. 4) | | |
| | | | | | | (A) | Reported Transaction(s) | | | | |
| | | | | Code V | Amount | or (D) Price | (Instr. 3 and 4) | | | | |
| Reminder: Re | port on a separate line | e for each class | s of seci | urities bene | ficially ou | ned directly | or indirectly | | | | |
| Reminder. Re | port on a separate mix | | 3 01 3000 | indes bene | - | - | spond to the colle | ection of s | SEC 1474 | | |
| | | | | | infor | mation con | tained in this forn | n are not | (9-02) | | |
| | | | | | displ | ays a curre | ond unless the fo ntly valid OMB co | | | | |
| | | | | | numb | ber. | | | | | |

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

| 1. Title of | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of |
|-------------|-------------|---------------------|--------------------|-----------|--------------|-------------------------|------------------------|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transacti | orDerivative | Expiration Date | Underlying Securities |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) |

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| (Instr. 3) | Price of Derivative Security | | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | | | | | |
|--------------------------|------------------------------------|------------|------------------|---------|----|--|-----|---------------------|--------------------|-----------------|----------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Annual Award Units | (1) | 01/10/2012 | | A | | 2,112.044 | | (2) | (2) | Common Stock | 2,112.044 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | | | | | |
|--|---------------|------------|---------|-------|--|--|--|--|
| | Director | 10% Owner | Officer | Other | | | | |
| COUTTS ROBERT B C/O PALL CORPORATION 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050 | X | | | | | | | |
| Signatures | | | | | | | | |
| /s/ Jeff Molin as Attorney-in-Fact fo Coutts | В. | 01/12/2012 | | | | | | |
| <u>**</u> 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) The Units will convert into shares of common stock of the Issuer on a one-for-one basis.
- (2) The date exercisable and expiration date are both the date of the Director's termination of Board Membership for any reason other than removal for cause.

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.