

STEVENS DONALD
Form 4
February 24, 2010

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 *
STEVENS DONALD

(Last) (First) (Middle)
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)
02/22/2010

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)
President

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)
			Code	V	Amount or Price		
Common Stock	02/22/2010		M ⁽¹⁾		18,000 A \$ 16.13	80,049.376	D
Common Stock	02/22/2010		M ⁽¹⁾		13,000 A \$ 27	93,049.376	D
Common Stock	02/22/2010		S ⁽¹⁾		20,800 D \$ 39	72,249.376	D
Common Stock	02/22/2010		S ⁽¹⁾		800 D \$ 39.005	71,449.376	D
Common Stock	02/22/2010		S ⁽¹⁾		8,600 D \$ 39.01	62,849.376	D

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Common Stock	02/22/2010	S ⁽¹⁾	100	D	\$ 39.015	62,749.376	D
Common Stock	02/22/2010	S ⁽¹⁾	500	D	\$ 39.02	62,249.376	D
Common Stock	02/22/2010	S ⁽¹⁾	200	D	\$ 39.03	62,049.376	D

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)	
				Code	V	(A)	(D)	Title	Amount or Number of Share
Employee Stock Option (Right to Buy)	\$ 16.13	02/22/2010		M ⁽¹⁾		7,551		10/03/2004 10/02/2012	Common Stock 7,551
Employee Stock Option (Right to Buy)	\$ 16.13	02/22/2010		M ⁽¹⁾		10,449		10/03/2005 10/02/2012	Common Stock 10,449
Employee Stock Option (Right to Buy)	\$ 27	02/22/2010		M ⁽¹⁾		6,750		01/19/2006 01/19/2012	Common Stock 6,750
Employee Stock Option (Right to Buy)	\$ 27	02/22/2010		M ⁽¹⁾		6,250		01/19/2007 01/19/2012	Common Stock 6,250

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STEVENS DONALD 25 HARBOR PARK DRIVE PORT WASHINGTON, NY 11050			President	

Signatures

/s/ Jeff Molin as Attorney-in-Fact for Donald
Stevens

02/24/2010

__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.

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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