

PENTAIR INC  
Form 8-K  
May 31, 2011

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT  
PURSUANT TO SECTION 13 OR 15(d) OF THE  
SECURITIES EXCHANGE ACT OF 1934  
Date of Report (Date of earliest event reported): May 26, 2011  
Commission file number 000-04689  
Pentair, Inc.  
(Exact name of Registrant as specified in its charter)**

**Minnesota**

**41-0907434**

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

**(I.R.S. Employer Identification number)**

**5500 Wayzata Blvd, Suite 800, Golden Valley,  
Minnesota**

**55416**

**(Address of principal executive offices)**

**(Zip code)**

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

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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**ITEM 8.01 Other Events.**

Michael V. Schrock, President and Chief Operating Officer of Pentair, Inc. (the Company), has entered into a prearranged stock trading plan to exercise stock options and effect a same day sale of the underlying shares of Company stock. The stock trading plan was adopted in accordance with Rule 10b5-1 of the Securities Exchange Act of 1934. The general purpose of the plan is to exercise stock options that will expire on October 22, 2011 and January 2, 2012, respectively.

Rule 10b5-1 plans permit directors and officers who are not in possession of material, non-public information to establish prearranged plans to buy or sell company stock. Once the plan is in place, the executive may not retain or exercise any discretion over trading under the plan, although the executive may later amend or terminate the plan. The broker administering the plan is authorized to trade company shares in volumes and at times determined independently by the broker, subject to limitations set forth in the plan.

The plan will terminate by December 31, 2011 and provides for the sale of approximately 5% of Mr. Schrock's current aggregate holdings of Company stock and stock options. The transactions under this plan will be disclosed publicly through Form 4 filings with the Securities Exchange Commission. The Form 4 filings will also be posted on Pentair's investor relations Web site.

The plan was adopted during an authorized trading period at a time when Mr. Schrock was not in possession of material, non-public information.

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**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 May 31, 2011.

PENTAIR, INC.  
Registrant

By /s/ Angela D. Lageson  
Angela D. Lageson  
Senior Vice President, General Counsel and  
Secretary