SCHROCK MICHAEL V

Form 4

December 13, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Section 16.
Form 4 or
Form 5 Filed p
obligations

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

. .

1(b).

(Print or Type Responses)

may continue.

See Instruction

1. Name and Address of Reporting Person **
SCHROCK MICHAEL V

2. Issuer Name **and** Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

PENTAIR INC [PNR]

(Last) (First)

(Middle)

(Zip)

3. Date of Earliest Transaction

(Month/Day/Year)

5500 WAYZATA BLVD., SUITE 12/12/2005

____ Director _____ 10% Owner ___X__ Officer (give title _____ Other (specify

below) below)
President, COO Enclosures

800

(Street)

(State)

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

Applicable Line)

X Form filed by One Reporting Person
___ Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

Person

GOLDEN

(City)

VALLEY, MN 55416-1261

(==-5)	()	Table 1 - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								
1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securiti	es Ac	quired (A)	5. Amount of	6.	7. Nature of	
Security	(Month/Day/Year)	Execution Date, if	Transactionor Disposed of (D)				Securities	Ownership	Indirect	
(Instr. 3)		any	Code	(Instr. 3, 4 and 5)			Beneficially	Form:	Beneficial	
		(Month/Day/Year)	(Instr. 8)				Owned	Direct (D)	Ownership	
							Following	or Indirect	(Instr. 4)	
					(4)		Reported	(I)		
					(A)		Transaction(s)	(Instr. 4)		
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
			Code V	Amount	(D)					
Common						\$				
Stock -	12/12/2005		$A_{\underline{1}}^{(1)} V$	25.594	A	36.6296	3,758.21	D		
ESPP						(2)				

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474

(9-02)

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

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)			ate	7. Title Amoun Under	int of lying ities	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene
	Derivative Security				Securities Acquired			(Instr.	3 and 4)		Owne Follo
					(A) or Disposed						Repo Trans
					of (D) (Instr. 3, 4, and 5)						(Instr
					4, and 3)				Amount		
						Date Exercisable	Expiration Date	Title	or Number of		
				Code V	(A) (D)				Shares		

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SCHROCK MICHAEL V 5500 WAYZATA BLVD. SUITE 800 GOLDEN VALLEY, MN 55416-1261

President, COO Enclosures

Signatures

Louis L. Ainsworth, Attorney-In-Fact

12/13/2005

**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) Purchase of shares under the Pentair, Inc. Employee Stock Purchase Plan in exempt transaction pursuant to Rule 16b-3(c).
- (2) Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.

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.

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