

KRASNOFF ERIC
Form 4
November 30, 2009

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 *
KRASNOFF ERIC

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
25 HARBOR PARK DRIVE

3. Date of Earliest Transaction (Month/Day/Year)
11/27/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman & CEO

(Street)
PORT WASHINGTON, NY 11050

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | 95 D | \$ 67,036.794 31.52 (2) (3) | D | |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | 305 D | \$ 66,731.794 31.53 (2) (3) | D | |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | 100 D | \$ 66,631.794 31.54 (2) (3) | D | |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | 300 D | \$ 66,331.794 31.55 (2) (3) | D | |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | 100 D | \$ 66,231.794 31.56 (2) (3) | D | |

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| | | | | | | | |
|--------------|------------|-------------------------|-----|---|----------|-------------------------------------|---|
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.58 | 66,131.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 31.59 | 65,931.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 700 | D | \$ 31.61 | 65,231.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 31.62 | 64,931.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 300 | D | \$ 31.63 | 64,631.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 31.64 | 64,431.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.66 | 64,331.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 31.67 | 64,131.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.68 | 64,031.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 31.68 | 63,831.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 600 | D | \$ 31.7 | 63,231.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.71 | 63,131.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 38 | D | \$ 31.73 | 63,093.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 200 | D | \$ 31.74 | 62,893.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.74 | 62,793.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.78 | 62,693.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.79 | 62,593.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 132 | D | \$ 31.81 | 62,461.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 30 | D | \$ 31.83 | 62,431.794 <u>(2)</u> <u>(3)</u> | D |
| Common Stock | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | \$ 31.85 | 62,331.794 <u>(2)</u> <u>(3)</u> | D |
| | 11/27/2009 | <u>S</u> ⁽¹⁾ | 100 | D | | | D |

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| | | | | | | | |
|--------------|------------|--|------------------|-----|---------------|---------|-------------------------|
| Common Stock | | | | | \$ 62,231.794 | | |
| | | | | | 31.86 | (2) (3) | |
| Common Stock | 11/27/2009 | | S ⁽¹⁾ | 100 | D | \$ 31.9 | 62,131.794 (2) (3) 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) | 8. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

KRASNOFF ERIC
25 HARBOR PARK DRIVE
PORT WASHINGTON, NY 11050

X

Chairman & CEO

Signatures

/s/ Sandra Marino as Attorney-in-Fact for Eric Krasnoff

11/30/2009

__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.

(2)

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Does not include 12,966 shares held indirectly by Mr. Krasnoff, as trustee, in trusts established for the benefit of his daughters and stepdaughter. Mr. Krasnoff disclaims beneficial ownership of these shares.

(3) Does not include 1,436 shares held indirectly by spouse.

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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