AINSWORTH LOUIS L

Form 4

December 27, 2006

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

OMB 3235-0287 Number:

January 31, Expires: 2005

Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

Check this box

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 See Instruction

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * AINSWORTH LOUIS L			2. Issuer Name and Ticker or Trading Symbol PENTAIR INC [PNR]	5. Relationship of Reporting Person(s) to Issuer			
(I+)	(First)	(Middle)	. ,	(Check all applicable)			
(Last)	(FIISt)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
5500 WAYZATA BLVD., SUITE 800			12/20/2006	_X_ Officer (give title Other (specify			
			12/20/2000	below) below)			
800				Sr. Vice President, Secretary			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
			•	_X_ Form filed by One Reporting Person			
GOLDEN			Form filed by More than One				
				Person			

VALLEY, MN 55416-1261

(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)	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		3. Transaction Code (Instr. 8)		ties l (A) o l of (D 4 and))	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)		
Common Stock	12/20/2006		G	V	600	D	\$0	110,242.154 (1)	D	
Common Stock	12/26/2006		G	V	300	D	\$0	109,942.154 (1)	D	
Common Stock - ESOP								1,570.3341 (1)	I	By ESOP
Common Stock								3,671.017 (1)	Ι	By Spouse

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474 (9-02)

> 9. Nu Deriv Secu Bene Own Follo Repo Trans (Insti

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.	6. Date Exerc	cisable and	7. Titl	le and	8. Price of	9
Derivative	Conversion	(Month/Day/Year)	r) Execution Date, if TransactionNumber I		Expiration Da	ate	Amou	int of	Derivative	J	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	,
(Instr. 3)	Price of		(Month/Day/Year)	ar) (Instr. 8) Derivativ		e	Secur	ities	(Instr. 5)]	
	Derivative				Securities			(Instr.	3 and 4)		(
	Security				Acquired						J
					(A) or						J
					Disposed						7
					of (D)						(
					(Instr. 3,						
					4, and 5)						
									Amount		
									or		
						Date	Expiration e Date	Title Num	Number		
						Exercisable			of		
				Code V	(A) (D)				Shares		
				Code V	(II)				Dilaics		

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

AINSWORTH LOUIS L 5500 WAYZATA BLVD. **SUITE 800** GOLDEN VALLEY, MN 55416-1261

Sr. Vice President, Secretary

Signatures

Louis L 12/27/2006 Ainsworth

**Signature of Date

Reporting Person

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).
- End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).

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.

Reporting Owners 2