

HENSGEN HEINZ ULRICH  
Form 4  
January 21, 2005

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

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 \*  
HENSGEN HEINZ ULRICH

(Last) (First) (Middle)

PALL DEUTSCHLAND  
GMBH, PHILIPP-REISS STRASSE  
6

(Street)

DREIEICH, 2M 63303

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/19/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

\_\_\_ Director \_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_ Other (specify below)  
Group Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)  
\_X\_ 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
|                                 |                                      |  |                                | (A) or (D)  | Price   |  |                                   |
|                                 |                                      |  |                                | Code  | V   | Amount   |                                   |

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)

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

| 1. Title of Derivative | 2. Conversion | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if | 4. Transaction | 5. Number of Derivative | 6. Date Exercisable and Expiration Date | 7. Title and Amount of Underlying Securities |
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|
|------------------------|---------------|--------------------------------------|-------------------------------|----------------|-------------------------|---|--|

Edgar Filing: HENSGEN HEINZ ULRICH - Form 4

| Security (Instr. 3)                    | or Exercise Price of Derivative Security | any (Month/Day/Year) | Code (Instr. 8) | Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/Year) |     | (Instr. 3 and 4) |                 |              |                            |
|--|--|----------------------|-----------------|---|------------------|-----|------------------|-----------------|--------------|----------------------------|
|  |  |                      | Code            | V   | (A)              | (D) | Date Exercisable | Expiration Date | Title        | Amount or Number of Shares |
| Employee Stock Options (Rights to Buy) | \$ 27                                    | 01/19/2005           | A               |   | 1,625            |     | 01/19/2006       | 01/19/2012      | Common Stock | 1,625                      |
| Employee Stock Options (Rights to Buy) | \$ 27                                    | 01/19/2005           | A               |   | 1,625            |     | 01/19/2007       | 01/19/2012      | Common Stock | 1,625                      |
| Employee Stock Options (Rights to Buy) | \$ 27                                    | 01/19/2005           | A               |   | 1,625            |     | 01/19/2008       | 01/19/2012      | Common Stock | 1,625                      |
| Employee Stock Options (Rights to Buy) | \$ 27                                    | 01/19/2005           | A               |   | 1,625            |     | 01/19/2009       | 01/19/2012      | Common Stock | 1,625                      |
| Restricted Stock Units                 | ①  | 01/19/2005           | A               |   | 4,500            |     | 01/19/2009       | 01/19/2009      | Common Stock | 4,500                      |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                      |       |
|--|---------------|-----------|----------------------|-------|
|  | Director      | 10% Owner | Officer              | Other |
| HENSGEN HEINZ ULRICH<br>PALL DEUTSCHLAND GMBH<br>PHILIPP-REISS STRASSE 6<br>DREIEICH, 2M 63303 |               |           | Group Vice President |       |

## Signatures

Mary Ann Bartlett as Attorney-in-Fact for Heinz Ulrich  
Hensgen

01/21/2005

\_\_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).

- The Units will vest and become convertible into shares of Common Stock of the Issuer on a one-for-one basis on the date shown in Column 6 provided the Reporting Person is still employed by the Issuer or a subsidiary on that date. If employment terminates sooner, the
- (1) Units will be forfeited unless termination of employment occurs because of death, disability, retirement, or termination of employment without cause, in any of which events the Units may vest in whole or in part.

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.