

DENVER ANDREW  
 Form 4/A  
 January 11, 2005

**FORM 4**

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

OMB APPROVAL

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**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 \*  
 DENVER ANDREW

(Last) (First) (Middle)  
 PALL CORPORATION, 2200  
 NORTHERN BLVD  
 (Street)

EAST HILLS, NY 11548-1289  
 (City) (State) (Zip)

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

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 10/03/2002

4. If Amendment, Date Original Filed(Month/Day/Year)  
 10/04/2002

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Code V Amount (D) Price		

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)**

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Options (Rights to Buy)	\$ 16.13	10/03/2002	A	9,625					10/03/2003	10/04/2012	Common Stock	9,625
Employee Stock Options (Rights to Buy)	\$ 16.13	10/03/2002	A	9,625					10/03/2004	10/04/2012	Common Stock	9,625
Employee Stock Options (Rights to Buy)	\$ 16.13	10/03/2002	A	9,625					10/03/2005	10/04/2012	Common Stock	9,625
Employee Stock Options (Rights to Buy)	\$ 16.13	10/03/2002	A	3,426					10/03/2006	10/04/2012	Common Stock	3,426
Employee Stock Options (Rights to Buy)	\$ 16.13	10/03/2002	A	6,199					10/03/2006	10/02/2012	Common Stock	6,199

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DENVER ANDREW PALL CORPORATION 2200 NORTHERN BLVD EAST HILLS, NY 11548-1289			Senior Vice President	

## Signatures

Mary Ann Bartlett as Attorney-in-Fact for Andrew  
Denver

01/11/2005

\_\_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).

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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