

PENTAIR INC  
Form 8-K  
December 14, 2011

**UNITED STATES**  
**SECURITIES AND EXCHANGE COMMISSION**

Washington, D.C. 20549

**FORM 8-K**

**CURRENT REPORT**

**PURSUANT TO SECTION 13 OR 15(d) OF THE**

**SECURITIES EXCHANGE ACT OF 1934**

**Date of Report (Date of earliest event reported): December 14, 2011**

**Commission file number 000-04689**

**Pentair, Inc.**

(Exact name of Registrant as specified in its charter)

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(State or other jurisdiction

(I.R.S. Employer

of incorporation or organization)

Identification number)

5500 Wayzata Blvd, Suite 800, Golden Valley, Minnesota

55416

(Address of principal executive offices)

(Zip code)

Registrant's telephone number, including area code: (763) 545-1730

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- .. Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
- .. Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
- .. Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
- .. Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

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**ITEM 7.01 Regulation FD Disclosure**

On December 14, 2011, Pentair, Inc. (the Company) issued a press release updating fourth quarter and full year 2011 earnings per share (EPS) guidance and providing 2012 EPS guidance. A copy of the release is furnished herewith as Exhibit 99.1 and incorporated herein by reference.

This press release refers to certain non-GAAP financial measures (expected adjusted earnings per share) and a reconciliation of those non-GAAP financial measures to the corresponding financial measures contained in the Company's financial statements prepared in accordance with generally accepted accounting principles. The expected fourth quarter and full year 2011 adjusted earnings per share eliminate certain expenses incurred related to the recent acquisition of Norit's Clean Process Technologies business and certain targeted restructuring activities. Management utilizes these adjusted financial measures to assess the run-rate of its continuing operations against those of prior periods without the distortion of these factors. The Company believes that these non-GAAP financial measures will be useful to investors as well to assess the continuing strength of the Company's underlying operations.

The information contained in Item 7.01 of this Current Report shall not be deemed to be filed for purposes of Section 18 of the Securities Exchange Act of 1934 (the Exchange Act) or otherwise subject to the liabilities of that section, nor shall it be incorporated by reference into a filing under the Securities Act of 1933, or the Exchange Act, except as shall be expressly set forth by specific reference in such a filing.

**ITEM 9.01 Financial Statements and Exhibits**

- (a) Financial Statements of Businesses Acquired

Not applicable.

- (b) Pro Forma Financial Information

Not applicable.

- (c) Shell Company Transactions

Not applicable

- (d) Exhibits

The following exhibit is provided as part of the information furnished under Item 7.01 of this Current Report on Form 8-K:

<u>Exhibit</u>	<u>Description</u>
99.1	Pentair, Inc. press release dated December 14, 2011 providing financial outlook for 2012 and updating 2011 earnings outlook.

**SIGNATURE**

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized, on December 14, 2011.

PENTAIR, INC.

Registrant

By /s/ John L. Stauch

John L. Stauch

Executive Vice President and Chief Financial Officer

**PENTAIR, INC.**

Exhibit Index to Current Report on Form 8-K

Dated December 14, 2011

Exhibit

Number

Description

99.1 Pentair, Inc. press release dated December 14, 2011 providing financial outlook for 2012 and updating 2011 earnings outlook.