PENTAIR INC
Form DEFA14A
April 08, 2010

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities Exchange Act of 1934 (Amendment No.)

Filed by the Registrant þ
Filed by a Party other than the Registrant o
Check the appropriate box:
o Preliminary Proxy Statement
o **Confidential, for Use of the Commission Only (as permitted by Rule 14a-6(e)(2))**
o Definitive Proxy Statement
þ Definitive Additional Materials
o Soliciting Material Pursuant to §240.14a-12

Pentair, Inc.

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):
þ No fee required.
o Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11 (set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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o Fee paid previously with preliminary materials.

o Check box if any part of the fee is offset as provided by Exchange Act Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

****** IMPORTANT ******

Dear Pentair, Inc. Shareholder:

We are sending you this letter as additional proxy materials relating to our Annual Meeting scheduled to be held on April 29, 2010.

Because of a change in NYSE rules, we note that, unlike at our previous annual meetings, your broker will ***not*** be able to vote your shares with respect to the election of directors if you have not provided instructions to your broker. We strongly encourage you to submit your proxy card and exercise your right to vote.

Our Board of Directors recommends that you vote in favor of the election of each director, the ratification of our auditors and the approval of the amendment to our 2008 Omnibus Stock Incentive Plan.

Because we have not heard from you, we are sending you this reminder notice, and we urge you to vote your proxy immediately. As a shareholder, you have the ability to vote over the internet, by telephone or by submitting your proxy card, and we are asking you to do so now to save the Company further expense. Instructions on how to vote over the phone or internet are enclosed in this package.

Your shares cannot be represented at the Annual Meeting on the election of directors or the approval of the amendment to our 2008 Omnibus Stock Incentive Plan, unless you either sign and return the enclosed voting form or vote by telephone or over the internet.

If you sign and return the enclosed proxy card without indicating a choice of for, against or abstain your shares wil be voted as recommended by our Board of Directors.

Please Vote Today

If you have questions or need help voting your shares, please call our proxy solicitation firm, Morrow & Co., LLC. at 800-267-0201.

Regards,

Angela D. Lageson
Secretary