

PALL CORP  
Form 8-K/A  
April 25, 2012

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

**FORM 8-K/A**

**CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

**Date of Report (Date of Earliest Event Reported): April 19, 2012**

**PALL CORPORATION**

(Exact name of registrant as specified in its charter)

**New York**  
(State or other jurisdiction  
of incorporation)

**001-04311**  
(Commission file number)

**11-1541330**  
(I.R.S. Employer  
Identification No.)

**25 Harbor Park Drive, Port Washington, NY**  
(Address of principal executive offices)

**11050**  
(Zip Code)

**(516) 484-5400**  
(Registrant's telephone number, including area code)

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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**Explanatory Note**

This Form 8-K/A is being filed as an amendment to the Form 8-K filed on December 20, 2011 (the Original Form 8-K ) by Pall Corporation (the Registrant ) solely for the purpose of disclosing the decision of the Registrant with respect to the frequency of shareholder advisory votes on executive compensation of the Registrant s named executive officers. This Form 8-K/A does not amend or modify the Original Form 8-K in any other respect.

**Item 5.07 Submission of Matters to a Vote of Security Holders.**

(d) At the 2011 Annual Meeting of Shareholders of the Registrant held on December 14, 2011, the shareholders voted to approve, on an advisory basis, holding an advisory vote on the executive compensation of the Registrant s named executive officers on an annual basis. Consistent with the vote of the shareholders and the recommendation of the Registrant s Board of Directors to the shareholders with respect to such vote, a shareholder advisory vote on executive compensation of the Registrant s named executive officers will be held on an annual basis, commencing with the 2012 Annual Meeting of Shareholders, and continuing thereafter until such time that an advisory vote on the frequency of such vote on executive compensation is next presented to the shareholders.

**SIGNATURES**

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 hereunto duly authorized.

Pall Corporation

April 25, 2012

/s/ Francis Moschella  
Francis Moschella  
Vice President Corporate Controller  
Chief Accounting Officer