

1. Name and Address of Reporting Person
Welke, Karen E.
1500 County Road B2 West
Suite 400
St. Paul, MN 55113-3105
USA
2. Issuer Name and Ticker or Trading Symbol
Pentair, Inc. (PNR)
3. IRS or Social Security Number of Reporting Person (Voluntary)
4. Statement for Month/Day/Year
02/07/2003
5. If Amendment, Date of Original (Month/Day/Year)
6. Relationship of Reporting Person(s) to Issuer (Check all applicable)
(X) Director () 10% Owner
() Officer (give title below) () Other (specify below)
7. 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	2. Transaction Date (Month/Day/Year)	2A. Execution Date (Month/Day/Year)	3. Transaction Code	4. Securities Acquired (A) or Disposed of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Ownership
Common Stock					4071.476	D	

TABLE II -- Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Derivative Security	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Execution Date (Month/Day/Year)	4. Transaction Code	5. Number of Derivative Securities Acquired (A) or Disposed (D)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Number of Shares or Amount of Underlying Securities	9. Price of Derivative Security	10. Ownership Form: Direct (D) or Indirect (I)	11. Nature of Ownership	
Phantom Stock Units - - Deferred Compensation	1	02/07/2003		A	144.258		Common Stock	144.258	\$35.9599	8065.27	I	By Plan Agent

Explanation of Responses:

The number of securities beneficially owned at the end of the reporting period may include transactions not required to be reported pursuant to Section 16(a).

Represents phantom stock units credited under a deferred compensation plan for non-employee directors over which the reporting person has no current dispositive or voting power.

Settlement of phantom stock units will be in Pentair common stock in accordance with reporting person's irrevocable election.

Shares acquired under this Plan are purchased over a three-day trading period. The price shown is the average purchase price over the trading period.

SIGNATURE OF REPORTING PERSON
/s/ Louis L. Ainsworth, Attorney-in-Fact

Karen E. Welke
DATE
02/11/2003

