



SHARES\*

NOT APPLICABLE

11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9

9.2%

12. TYPE OF REPORTING PERSON\*

BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE 04-1867445  
OR DISCRETIONARY ADVISOR VARIOUS COLLECTIVE INVESTMENT FUNDS FOR  
EMPLOYEE BENEFIT PLANS AND OTHER INDEX ACCOUNTS PENTAIR, INC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
152,800 SHARES
6. SHARED VOTING POWER  
0 SHARES
7. SOLE DISPOSITIVE POWER  
157,200 SHARES
8. SHARED DISPOSITIVE POWER  
0 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
157,200 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
.4%
12. TYPE OF REPORTING PERSON\*  
  
BK

1. NAME OF REPORTING PERSON  
S.S. OR I.R.S. IDENTIFICATION NO. OF PERSON  
STATE STREET BANK AND TRUST COMPANY, TRUSTEE/CO-TRUSTEE 04-1867445  
FOR VARIOUS PERSONAL TRUST ACCOUNTS PENTAIR, INC
2. CHECK THE APPROPRIATE BOX IF A MEMBER OF A GROUP.\*  
  
NOT APPLICABLE A \_\_\_  
B \_\_\_
3. SEC USE ONLY
4. CITIZENSHIP OR PLACE OF ORGANIZATION  
  
BOSTON, MASSACHUSETTS
5. SOLE VOTING POWER  
1,584 SHARES
6. SHARED VOTING POWER  
0 SHARES
7. SOLE DISPOSITIVE POWER  
1,400 SHARES
8. SHARED DISPOSITIVE POWER  
184 SHARES
9. AGGREGATED AMOUNT BENEFICIALLY OWNED BY EACH REPORTING PERSON  
1,584 SHARES
10. CHECK BOX IF THE AGGREGATE AMOUNT IN ROW (9) EXCLUDES CERTAIN  
SHARES\*  
  
NOT APPLICABLE
11. PERCENT OF CLASS REPRESENTED BY AMOUNT IN ROW 9  
  
.0%
12. TYPE OF REPORTING PERSON\*  
  
BK

## ITEM 1.

(A) NAME OF ISSUER

PENTAIR, INC.

(B) ADDRESS OF ISSUER'S PRINCIPAL EXECUTIVE OFFICES

1500 COUNTY ROAD  
B2 WEST  
ST PAUL, MN 55113

## ITEM 2.

(A) NAME OF PERSON FILING

STATE STREET BANK AND TRUST COMPANY, TRUSTEE

(B) ADDRESS OF PRINCIPAL BUSINESS OFFICE OR, IF NONE,  
RESIDENCE

225 FRANKLIN STREET, BOSTON, MA 02110

(C) CITIZENSHIP

BOSTON, MASSACHUSETTS

(D) TITLE OF CLASS OF SECURITIES

COMMON STOCK

(E) CUSIP NUMBER

709631105

ITEM 3. IF THIS STATEMENT IS FILED PURSUANT TO RULE 13D-1(B), OR  
13D-2(B), CHECK WHETHER THE PERSON FILING IS A:(B)  BANK AS DEFINED IN SECTION 3(A)(6) OF THE ACT

ITEM 4. OWNERSHIP

(A) AMOUNT BENEFICIALLY OWNED

3,961,918.852 SHARES

(B) PERCENT OF CLASS

9.6%

(C) NUMBER OF SHARES AS TO WHICH SUCH PERSON HAS:

(I) SOLE POWER TO VOTE OR TO DIRECT THE VOTE

154,384 SHARES

(II) SHARED POWER TO VOTE OR TO DIRECT THE VOTE

1,648,091.026 SHARES

(III) SOLE POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

158,600 SHARES

(IV) SHARED POWER TO DISPOSE OR TO DIRECT THE DISPOSITION OF

1,648,275.026 SHARES

ITEM 5. OWNERSHIP OF FIVE PERCENT OR LESS OF A CLASS

NOT APPLICABLE

ITEM 6. OWNERSHIP OF MORE THAN FIVE PERCENT ON BEHALF OF ANOTHER PERSON.

NOT APPLICABLE

ITEM 7. IDENTIFICATION AND CLASSIFICATION OF THE SUBSIDIARY WHICH ACQUIRED THE SECURITY BEING REPORTED ON BY THE PARENT HOLDING COMPANY

NOT APPLICABLE

ITEM 8. IDENTIFICATION AND CLASSIFICATION OF MEMBERS OF THE GROUP

NOT APPLICABLE

ITEM 9. NOTICE OF DISSOLUTION OF GROUP

NOT APPLICABLE

ITEM 10. CERTIFICATION

THE FOLLOWING CERTIFICATION SHALL BE INCLUDED IF THE STATEMENT IS FILED PURSUANT TO RULE 13D-1(B):

BY SIGNING BELOW I CERTIFY THAT, TO THE BEST OF MY KNOWLEDGE AND BELIEF, THE SECURITIES REFERRED TO ABOVE WERE ACQUIRED IN THE ORDINARY COURSE OF BUSINESS AND WERE NOT ACQUIRED FOR THE PURPOSE OF AND DO NOT HAVE THE EFFECT OF CHANGING OR INFLUENCING THE CONTROL OF THE ISSUER OF SUCH SECURITIES AND WERE NOT ACQUIRED IN CONNECTION WITH OR AS A PARTICIPANT IN ANY TRANSACTION HAVING SUCH PURPOSES OR EFFECT.

THIS REPORT IS NOT AN ADMISSION THAT STATE STREET BANK AND TRUST COMPANY IS THE BENEFICIAL OWNER OF ANY SECURITIES COVERED BY THIS REPORT, AND STATE STREET BANK AND TRUST COMPANY EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SHARES REPORTED HEREIN PURSUANT TO RULE 13D-4.

SIGNATURE

AFTER REASONABLE INQUIRY AND TO THE BEST OF MY KNOWLEDGE AND BELIEF, I CERTIFY THAT THE INFORMATION SET FORTH IN THIS STATEMENT IS TRUE, COMPLETE AND CORRECT.

10 FEBRUARY 1997

STATE STREET BOSTON CORPORATION  
STATE STREET BANK AND TRUST COMPANY,  
TRUSTEE

/s/ JANET DENNEEN  
SENIOR COMPLIANCE OFFICER

COMMON STOCK AND PREFERRED STOCK EACH HAVE ONE VOTE PER SHARE AND VOTE TOGETHER AS A SINGLE CLASS ON MOST MATTERS. IN CERTAIN CIRCUMSTANCES, THE COMMON STOCK AND THE PREFERRED STOCK VOTE AS SEPARATE CLASSES.

REPRESENTS NUMBER OF SHARES OF PENTAIR, INC. COMMON STOCK, \$.16 2/3 PAR VALUE PER SHARE, (THE "COMMON STOCK") ACQUIRABLE UPON CONVERSION OF THE 1,648,091.026 SHARES OF PENTAIR, INC. 8% CALLABLE CUMULATIVE VOTING CONVERTIBLE PREFERRED STOCK, SERIES 1990 (THE "PREFERRED STOCK") CURRENTLY HELD BY THE PENTAIR, INC. RETIREMENT SAVINGS AND STOCK INCENTIVE PLAN (THE "PLAN"). EACH SHARE OF PREFERRED STOCK IS CONVERTIBLE AT THE OPTION OF THE HOLDER AT ANY TIME INTO APPROXIMATELY 2.3076 SHARES OF COMMON STOCK.

THE PLAN AND THE TRUST AGREEMENT OF THE PLAN PROVIDE STATE STREET BANK AND TRUST COMPANY (THE "TRUSTEE") WITH NO DISCRETION TO VOTE OR DISPOSE OF SHARES HELD BY THE PLAN. RATHER, THE PLAN PARTICIPANTS CONTROL THE VOTING OF SUCH SHARES AND WHETHER SUCH SHARES WILL BE TENDERED IN RESPONSE TO A TENDER OR EXCHANGE OFFER. ALL ALLOCATED SHARES MUST BE VOTED AND/OR TENDERED IN ACCORDANCE WITH TIMELY INSTRUCTIONS RECEIVED FROM PLAN PARTICIPANTS. ALL UNALLOCATED SHARES AND ALLOCATED SHARES FOR WHICH NO TIMELY INSTRUCTIONS HAVE BEEN RECEIVED MUST BE VOTED AND/OR TENDERED IN THE SAME PROPORTION AS ALLOCATED SHARES FOR WHICH TIMELY INSTRUCTIONS WERE RECEIVED. IT IS THE POSITION OF THE TRUSTEE THAT THE TRUSTEE HAS NO BENEFICIAL OWNERSHIP OVER THE SHARES OF PREFERRED STOCK AND/OR THE UNDERLYING COMMON STOCK HELD BY THE PLAN FOR PURPOSES OF SECTION 13(D), AND THE TRUSTEE EXPRESSLY DISCLAIMS BENEFICIAL OWNERSHIP OF ALL SUCH SHARES PURSUANT OF RULE 13D-4. THIS SCHEDULE 13G IS BEING FILED SOLELY BECAUSE OF THE RESPONSE OF THE DIVISION OF CORPORATION FINANCE (THE "DIVISION") IN RIO GRANDE INDUSTRIES, INC.. 1090 SEC NO-ACT LEXIS 490 (APRIL 5, 1989), IN WHICH THE DIVISION TOOK THE POSITION THAT A TRUSTEE OF A PLAN, WHICH INCLUDED PASS-THROUGH VOTING AND TENDERING PROVISIONS FOR BOTH ALLOCATED AND UNALLOCATED SHARES, WAS THE BENEFICIAL OWNER OF ALL UNALLOCATED SHARES AND SHARES FOR WHICH INSTRUCTIONS WERE NOT RECEIVED FOR PURPOSES OF SECTION 13(D).

