

0868

Pentair  
Waters Edge Plaza  
1500 County Road B2 West  
St. Paul, MN 55113-3105  
651 636 7920 Tel  
651 639 5203 Fax

August 13, 2002



**VIA FACSIMILE (202-824-5090) or (202-824-5091)  
AND OVERNIGHT DELIVERY**

Mr. Jonathan G. Katz  
Secretary  
Securities and Exchange Commission  
450 Fifth Street, N.W.  
Washington, DC 20549

Dear Mr. Katz:

Pursuant to the Order (File No. 4-460) of the Securities and Exchange Commission, enclosed for filing are sworn statements signed by Randall J. Hogan and David D. Harrison, the principal executive officer and principal financial officer, respectively, of Pentair, Inc.

Please acknowledge receipt of this letter and the sworn statements on the enclosed extra copies and return them in the self-addressed, stamped envelope supplied herewith.

Very truly yours,

LSI

Louis L. Ainsworth  
Secretary

Enclosures

RECEIVED  
OFFICE OF THE SECRETARY  
AUG 13 2002

0868

**STATEMENT UNDER OATH OF PRINCIPAL FINANCIAL OFFICER REGARDING FACTS AND CIRCUMSTANCES RELATING TO EXCHANGE ACT FILINGS**

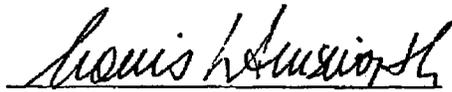
I, David D. Harrison, state and attest that:

1. To the best of my knowledge, based upon a review of the covered reports of Pentair, Inc. (the "Company"), and, except as corrected or supplemented in a subsequent covered report:
  - No covered report contained an untrue statement of a material fact as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed); and
  - No covered report omitted to state a material fact necessary to make the statements in the covered report, in light of the circumstances under which they were made, not misleading as of the end of the period covered by such report (or in the case of a report on Form 8-K or definitive proxy materials, as of the date on which it was filed).
2. I have reviewed the contents of this statement with the Audit Committee of the Board of Directors of the Company.
3. In this statement under oath, each of the following, if filed on or before the date of this statement, is a "covered report":
  - Annual Report on Form 10-K of the Company dated as of December 31, 2001;
  - All reports on Form 10-Q, all reports on Form 8-K and all definitive proxy materials of the Company filed with the Commission subsequent to the filing of the Form 10-K identified above; and
  - Any amendments to any of the foregoing.

  
 David D. Harrison  
 August 13, 2002

RECEIVED  
 OFFICE OF THE SECRETARY  
 AUG 13 2002

Subscribed and sworn to before me this 13th day of August, 2002.

  
 Notary Public

My Commission expires:

