


June 9, 2009



Forward-Looking Statements



The matters discussed in this presentation contain “forward-looking statements” as defined in the Private Securities Litigation Reform Act of 1995. All statements regarding future performance, earnings projections, earnings guidance, management’s expectations about its future cash needs and effective tax rate, and other future events or developments are forward-looking statements. Forward-looking statements are those that use terms such as “anticipate”, “should”, “believe”, “estimate”, “expect”, “intend”, “plan”, “predict”, “potential” or similar expressions about matters that are not historical facts. Forward-looking statements contained in this and other written and oral reports are based on current Company expectations and are subject to risks and uncertainties, which could cause actual results to differ materially. Such risks and uncertainties include, but are not limited to, those discussed in Part I, Item 1A, “Risk Factors” in the 2008 Form 10-K, and other reports the Company files with the Securities and Exchange Commission, including the impact of the current global recessionary environment and its likely depth and duration, the current credit market crisis, volatility in currency exchange rates and energy costs and other macro economic challenges currently affecting the Company, our customers (including their cash flow and payment practices) and vendors, and the effectiveness of our initiatives to mitigate the impact of the current environment. The Company makes these statements as of the date of this disclosure and undertakes no obligation to update them.

Management uses certain non-GAAP measurements to assess the Company's current and future financial performance. The non-GAAP measurements do not replace the presentation of the Company's GAAP financial results. These measurements provide supplemental information to assist management in analyzing the Company's financial position and results of operations. The Company has chosen to provide this information to facilitate meaningful comparisons of past, present and future operating results and as a means to emphasize the results of ongoing operations.

Reconciliations of the non-GAAP financial measures used in this presentation to the most directly comparable GAAP measures appear at the end of this presentation (in the Reconciliation Appendix) and are also available on Pall's website at www.pall.com/investor.

Eric Krasnoff
Chairman &
Chief Executive Officer
June 9, 2009



Introduction

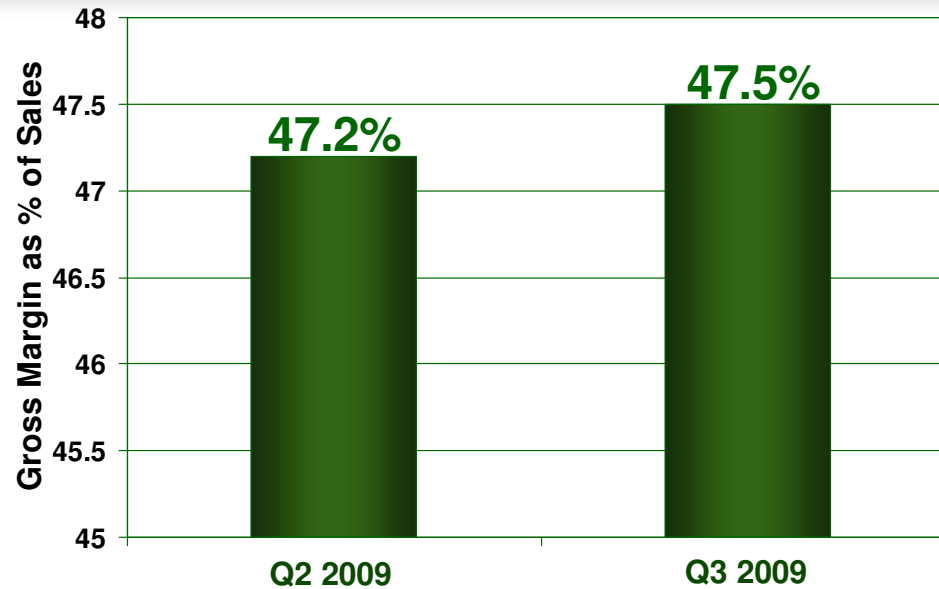
Observations:

- Areas of geographic and market strength exist in this recessionary environment
- Markets strongly influenced by discretionary consumer spending remain challenged

Actions:

- Continue cost control measures, well-established business improvement initiatives, and pricing excellence to help attenuate the impact
- Reduced headcount by 4% since last April
- Reduced SG&A by \$27 million over Q3 FY 2008
- Focus on margin expansion through pricing initiatives, systems gross margin improvement, adoption of lean and continuous improvement principles
- Increase cash flow through initiatives to improve working capital
- Consolidate operations in a tax-effective manner

Gross Margins Are Up Sequentially



Manufacturing Initiatives

- Facilities/ Infrastructure Rationalization
- Lean Manufacturing
- Supply Chain
- Logistics

Corporate Initiatives

- Pricing Excellence
- Enterprise Risk Management
- Systems Margin Improvement
- Ethics & Compliance
- Establish Swiss Entity

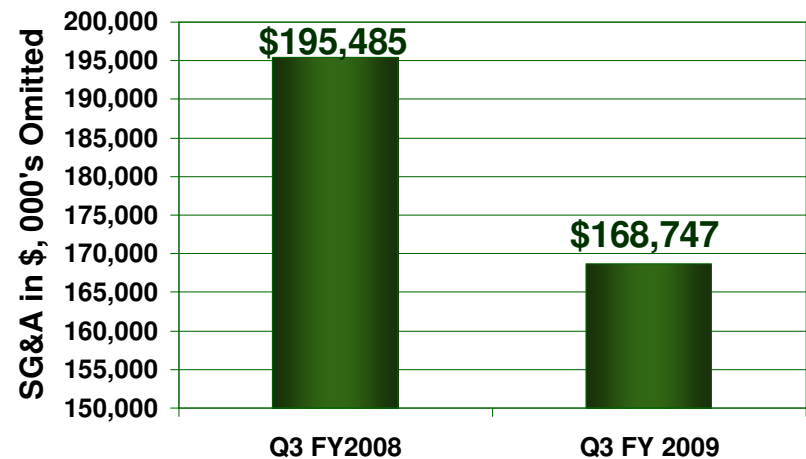
Infrastructure Initiatives

- Centers of Excellence
- Global Best Practices
- Streamlining Processes

*Our well-established
Cost-Reduction initiatives are
mitigating volume loss.*

SG&A Is Down

**SG&A
Reduced
\$27 Million
compared to
Q3 2008.**



- SG&A as a percentage of sales is down sequentially
- Process improvement initiatives helping to control SG&A and hold Gross Margin
- Still investing in key initiatives and geographic expansion

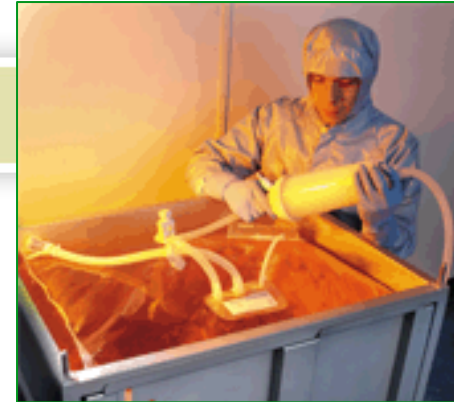


Sales (\$ in thousands)

Q3 2008	Q3 2009	% CHANGE	LC % CHANGE
\$102,245	\$98,051	(4.1)	5.2

- 10.6% increase in Blood Filtration market sales – 8.4% in WH, 18.2% in Asia as Australia moves closer to universal leukoreduction
- Strong sales of Pall products to prevent hospital acquired infections

BioPharmaceuticals



Sales (\$ in thousands)

Q3 2008	Q3 2009	% CHANGE	LC % CHANGE
\$150,751	\$138,269	(8.3)	3.2

- Pharmaceuticals grew 6% in both systems and consumables
- Laboratory sales reflect end-user market softness
- Sales to Pharmaceutical customers in Europe and Asia up 7% and 27%, respectively
- System sales up substantially in Asia due to new investment in biological manufacturing

Aerospace & Transportation



Sales (\$ in thousands)

Q3 2008	Q3 2009	% CHANGE	LC % CHANGE
\$79,143	\$73,842	(6.7)	3.2

- Sales in Military and Commercial Aerospace increased 11% and 25%, respectively
- Commercial Aerospace sales were up more than 57% in Europe
- Military sales driven by Centrisep® Particle Separator sales for CH-47 helicopter upgrades and new builds
- Sales in Transportation were off sharply

Microelectronics



Sales (\$ in thousands)

Q3 2008	Q3 2009	% CHANGE	LC % CHANGE
\$77,288	\$38,339	(50.4)	(45.7)

- Semiconductor and consumer electronics markets weak in all regions
- Continuing to work with customers on next-generation products

EWPT

(Energy, Water and Process Technologies)



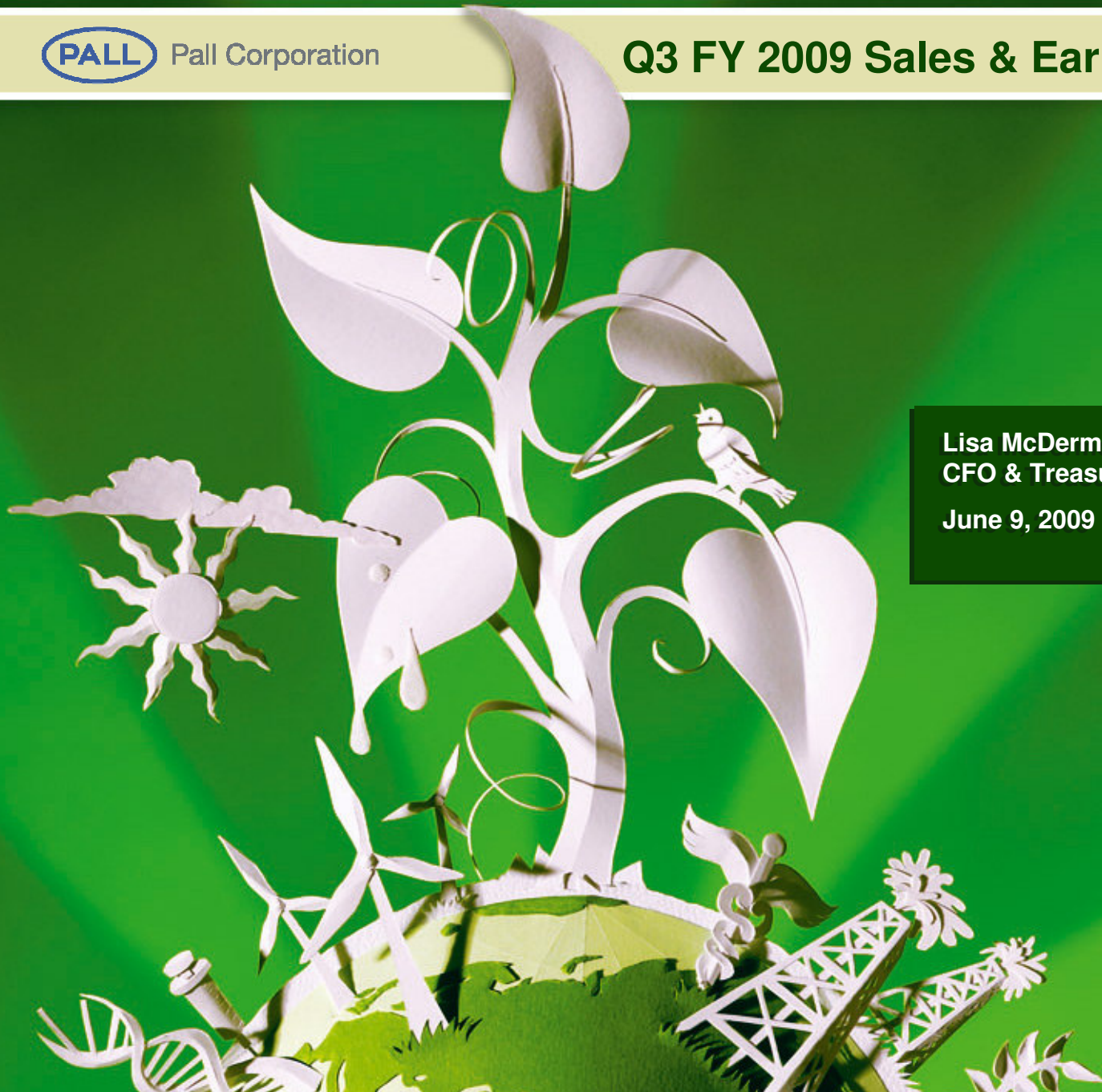
Sales (\$ in thousands)

Q3 2008	Q3 2009	% CHANGE	LC % CHANGE
\$252,253	\$207,382	(17.8)	(7.1)

- Municipal Water was up over 26%
- Sales in Industrial Manufacturing down 29%
- Industrial Manufacturing includes industries affected by the downturn: mining, steel and automotive production
- Food and Beverage revenues down 12%
- Sales in energy related markets down ~1%

Lisa McDermott
CFO & Treasurer

June 9, 2009



For the Quarter


- Net earnings were \$44 million vs. \$63 million quarter over quarter
- Reported EPS of 37¢ vs. 51¢ quarter over quarter
- Pro Forma EPS of 42¢ vs. 54¢ quarter over quarter
- Impact of foreign currency translation reduced EPS by 7¢

For the Nine Months

- Net earnings were \$126 million vs. \$147 million year over year
- Reported EPS of \$1.05 vs. \$1.19 year over year
- Pro Forma EPS of \$1.20 vs. \$1.36 year over year
- Impact of foreign currency translation reduced EPS by 10¢

<i>(in millions, except EPS data)</i>	Q3 '09	%	Q3 '08	%
Net sales	\$ 556		\$ 662	
Cost of sales	<u>292</u>	52.5	<u>339</u>	51.2
Gross profit	264	47.5	323	48.8
SG&A	169	30.4	195	29.5
R&D	<u>16</u>	2.9	<u>19</u>	2.8
Earnings before interest, ROTC and taxes	79	14.3	109	16.5
Net interest	7	1.2	10	1.5
Restructuring & other charges, net (ROTC)	<u>8</u>		<u>6</u>	
Earnings before taxes	64	11.6	93	14.1
Income taxes	<u>20</u>	31.3 *	<u>30</u>	32.3 *
Net earnings	<u>\$ 44</u>	7.9	<u>\$ 63</u>	9.6
Diluted EPS	\$ 0.37		\$ 0.51	
Pro forma diluted EPS	\$ 0.42		\$ 0.54	

* Effective Tax Rate



<i>(in millions, except EPS data)</i>	FY2009	%	FY2008	%
Net sales	\$ 1,677		\$ 1,848	
Cost of sales	<u>877</u>	52.3	<u>975</u>	52.8
Gross profit	800	47.7	873	47.2
SG&A	516	30.8	545	29.5
R&D	<u>53</u>	3.1	<u>54</u>	2.9
Earnings before interest, ROTC and taxes	231	13.8	274	14.8
Net interest	23	1.3	26	1.4
Restructuring & other charges, net (ROTC)	<u>25</u>		<u>28</u>	
Earnings before taxes	183	10.9	220	11.9
Income taxes	<u>57</u>	31.2 *	<u>73</u>	33.0 *
Net earnings	<u>\$ 126</u>	7.5	<u>\$ 147</u>	8.0
Diluted EPS	\$ 1.05		\$ 1.19	
Pro forma diluted EPS	\$ 1.20		\$ 1.36	

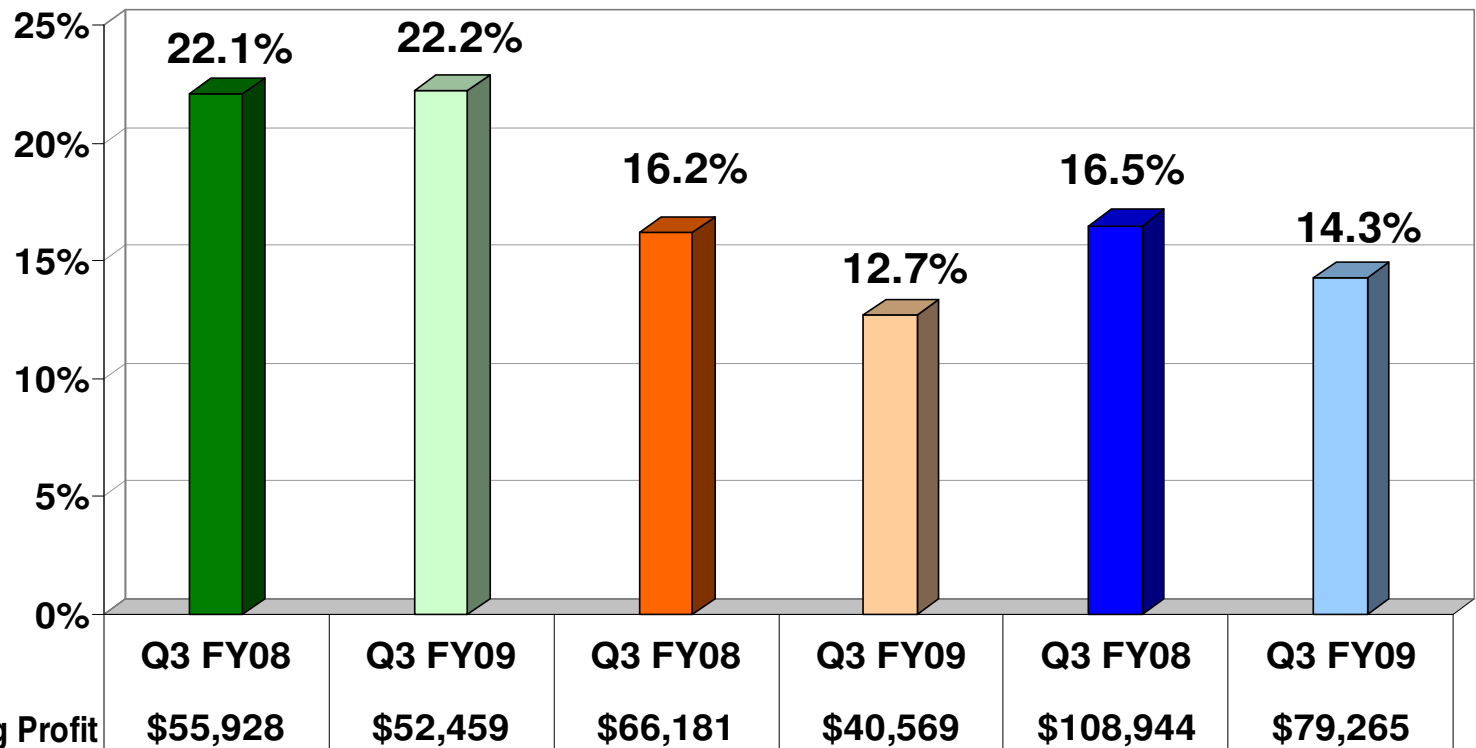
* *Effective Tax Rate*

Third Quarter Operating Profit on a Segment Basis

Life Sciences

Industrial

Total Pall



Operating Profit
(in thousands)

(\$ amounts in millions)

	YTD FY2009	YTD FY2008
Operating Cash Flow ⁽¹⁾	\$ 155	\$ 16
CapEx	93	76
Free Cash Flow	\$ 62	\$ (60)
DSO (Net A/R)	77	77
Inventory Turns	2.6	2.6

⁽¹⁾ FY 2008 Operating Cash Flow includes \$135MM deposit to IRS.

Third Quarter

	Q3 FY09	Q3 FY08
Diluted EPS as reported	\$ 0.37	\$ 0.51
ROTC after pro forma tax effect	0.05	0.03
Tax adjustments	-	-
Pro forma diluted EPS	\$ 0.42	\$ 0.54

Nine Months

	FY09	FY08
Diluted EPS as reported	\$ 1.05	\$ 1.19
ROTC after pro forma tax effect	0.16	0.15
Tax adjustments	(0.01)	0.02
Pro forma diluted EPS	\$ 1.20	\$ 1.36



(amounts in millions)

	Q3 2009	Q3 2008	Q3 2009 Estimated Impact of FX	Q3 2009 Estimate Excluding FX	% Change Excluding FX
Sales	\$ 555.9	\$ 661.7	\$ (65.4)	\$ 621.3	-6.1%
SG&A	\$ 168.7	\$ 195.5	\$ (18.1)	\$ 186.8	-4.4%
EBIT	\$ 79.3	\$ 108.9	\$ (13.4)	\$ 92.7	-15.0%

Operating Profit (in millions)	FY 2009	FY 2008
Industrial operating profit	\$ 40.6	\$ 66.2
Life Sciences operating profit	52.4	55.9
Total operating profit	93.0	122.1
General corporate expenses	(13.7)	(13.2)
Earnings before ROTC, interest & income taxes	79.3	108.9
ROTC	(8.4)	(5.5)
Earnings before interest & income taxes	70.9	103.4
<u>Exclude:</u>		
Depreciation & Amortization	\$ 21.8	\$ 23.5
EBITDA	\$ 92.7	\$ 126.9



(amounts in millions)

	FY 2009	FY 2008	FY 2009 Estimated Impact of FX	FY 2009 Estimate Excluding FX	% Change Excluding FX
Sales	\$ 1,677.2	\$ 1,848.4	\$ (110.5)	\$ 1,787.7	-3.3%
SG&A	\$ 516.3	\$ 545.3	\$ (30.9)	\$ 547.2	0.4%
EBIT	\$ 231.1	\$ 273.7	\$ (19.3)	\$ 250.4	-8.5%

Operating Profit (in millions)	FY 2009	FY 2008
Industrial operating profit	\$ 131.6	\$ 166.7
Life Sciences operating profit	142.9	143.9
Total operating profit	274.5	310.6
General corporate expenses	(43.4)	(36.9)
Earnings before ROTC, interest & income taxes	231.1	273.7
ROTC	(25.3)	(28.1)
Earnings before interest & income taxes	205.8	245.6
Exclude:		
Depreciation & Amortization	\$ 66.8	\$ 69.4
EBITDA	\$ 272.6	\$ 315.0