

Eaton Corp plc
Form 4
May 30, 2014

FORM 4

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

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
GROSS THOMAS

(Last) (First) (Middle)

1000 EATON BOULEVARD

(Street)

CLEVELAND, OH 44122

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

Eaton Corp plc [ETN]

3. Date of Earliest Transaction
(Month/Day/Year)

05/28/2014

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks below.

6. 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 (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	05/28/2014		M	29,514 A	\$ 40.405 91,962.2	D	
Ordinary Shares	05/28/2014		S	29,514 D	\$ 74.4181 62,448.2	D	
Ordinary Shares	05/28/2014		M	32,795 A	\$ 41.565 95,243.2	D	
Ordinary Shares	05/28/2014		S	32,795 D	\$ 74.2955 62,448.2	D	
	05/28/2014		M	38,417 A	\$ 53.71 100,865.2	D	

Ordinary
Shares

Ordinary Shares	05/28/2014	S	38,417	D	\$ 74.2868 (1)	62,448.2	D
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Ordinary Shares	05/28/2014	S	10,000	D	\$ 74.2851 (2)	52,448.2	D
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Ordinary Shares						4,721.02 (3)	I	by trustee of ESP
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 40.405	05/28/2014		M		29,514		02/27/2008	02/27/2017	Ordinary Shares	29,514
Stock Option	\$ 41.565	05/28/2014		M		32,795		02/26/2009	02/26/2018	Ordinary Shares	32,795
Stock Option	\$ 53.71	05/28/2014		M		38,417		02/22/2012	02/22/2021	Ordinary Shares	38,417

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GROSS THOMAS 1000 EATON BOULEVARD CLEVELAND, OH 44122	See Remarks below.

Signatures

/s/Elizabeth K. Riotte, as
Attorney-in-Fact

05/30/2014

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$73.98 - \$74.49.

(1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$73.98 - \$74.50.

(2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

(3) These ordinary shares are held in the Eaton Savings Plan.

Remarks:

Vice Chairman and Chief Operating Officer-Electrical Sector of Eaton Corporation, a subsidiary of the Issuer.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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