

Eaton Corp plc
Form 4
December 13, 2016

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
SEMELSBERGER KEN D

(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)

12/09/2016

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 below) ____ Other (specify 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 | 12/09/2016 | | M | 2,487 | A \$ 40.405 | 88,706 | D |
| Ordinary Shares | 12/09/2016 | | F | 1,452 (1) | D \$ 69.16 | 87,254 | D |
| Ordinary Shares | 12/09/2016 | | M | 19,913 | A \$ 40.405 | 107,167 | D |
| Ordinary Shares | 12/09/2016 | | S | 19,913 | D \$ (2) 69.1463 | 87,254 | D |
| Ordinary Shares | 12/09/2016 | | M | 2,405 | A \$ 41.565 | 89,659 | D |

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| | | | | | | | | |
|--------------------|------------|---|--------------|---|---------|-----------|---|----------------------|
| Ordinary Shares | 12/09/2016 | F | 1,444 (1) | D | \$ 69.2 | 88,215 | D | |
| Ordinary Shares | | | | | | 4,554.986 | I | by trustee of ESP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 | 12/09/2016 | | M | | 2,487 | | 02/27/2008 | 02/27/2017 | Ordinary Shares | 2,487 |
| Stock Option | \$ 40.405 | 12/09/2016 | | M | | 19,913 | | 02/27/2008 | 02/27/2017 | Ordinary Shares | 19,913 |
| Stock Option | \$ 41.565 | 12/09/2016 | | M | | 2,405 | | 02/26/2009 | 02/26/2018 | Ordinary Shares | 2,405 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| SEMELSBERGER KEN D 1000 EATON BOULEVARD CLEVELAND, OH 44122 | See Remarks below. |

Signatures

| | |
|---|------------|
| /s/ Lizbeth L. Wright, as Attorney-in-Fact | 12/13/2016 |
|---|------------|

__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).

(1) These shares were delivered to the Issuer to pay for the applicable option exercise price and withholding tax.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$69.05 - \$69.165.

(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.

Remarks:

Senior Vice President and Controller 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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