

CHERUVATATH NANDAKUMAR
Form 4
February 25, 2019

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHERUVATATH NANDAKUMAR

(Last) (First) (Middle)
1000 EATON BLVD.

(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)
02/21/2019

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

See Remarks below.

6. Individual or Joint/Group Filing(Check Applicable Line)
 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) | (A) or (D) | 5. Amount or Price | 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|------------|--------------------|---|--|-----------------------------------|
| Ordinary Shares | 02/21/2019 | | M | 809 | A | \$ 0 | 16,009 ⁽¹⁾ | D | |
| Ordinary Shares | 02/21/2019 | | F | 323 | D | \$ 79.48 | 15,686 | D | |
| Ordinary Shares | 02/22/2019 | | M | 1,141 | A | \$ 0 | 16,827 | D | |
| Ordinary Shares | 02/22/2019 | | F | 388 | D | \$ 80.31 | 16,439 | D | |
| Ordinary Shares | 02/22/2019 | | M | 4,305 | A | \$ 0 | 20,744 | D | |

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| | | | | | | | | |
|-----------------|------------|---|-------|---|----------|----------|---|-------------------|
| Ordinary Shares | 02/22/2019 | F | 1,489 | D | \$ 80.31 | 19,255 | D | |
| Ordinary Shares | | | | | | 1,742.37 | I | by trustee of ESP |

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

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(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) | 8. Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/21/2019 | | M | 809 | 02/21/2018 ⁽³⁾ | ⁽⁴⁾ | Ordinary Shares | 809 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/22/2019 | | M | 1,141 | 02/23/2017 ⁽⁵⁾ | ⁽⁴⁾ | Ordinary Shares | 1,141 |
| Restricted Stock Units | \$ 0 ⁽²⁾ | 02/22/2019 | | M | 4,305 | 02/23/2019 ⁽⁶⁾ | ⁽⁴⁾ | Ordinary Shares | 4,305 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|--------------------|
| | Director | 10% Owner | Officer | Other |
| CHERUVATATH NANDAKUMAR 1000 EATON BLVD. CLEVELAND, OH 44122 | | | | See Remarks below. |

Signatures

/s/ Lizabeth L. Wright, as
Attorney-in-Fact

02/19/2019

__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) Shares have been adjusted to account for reinvested dividends.
 - (2) Each restricted stock unit represents a contingent right to receive one common share of the issuer.
 - (3) These restricted stock units were granted on February 21, 2017 and vest as follows: 33% on the first and second anniversary of the grant date and the remaining 34% on the third anniversary of the grant date.
 - (4) This field is not applicable.
 - (5) These restricted stock units were granted on February 23, 2016 and vest as follows: 33% on the first and second anniversary of the grant date and the remaining 34% on the third anniversary of the grant date.
 - (6) These restricted stock units vest on the third anniversary of the grant date.

Remarks:

President - Aerospace Group 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.