

Eaton Corp plc  
 Form 4  
 December 03, 2012

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
 Expires: January 31, 2015  
 Estimated average burden hours per response... 0.5

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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**LAUTENBACH NED C**

(Last) (First) (Middle)

**EATON CENTER, 1111 SUPERIOR AVE.**

(Street)

**CLEVELAND, OH 44114**

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol  
**Eaton Corp plc [ETN]**

3. Date of Earliest Transaction (Month/Day/Year)  
**11/30/2012**

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)

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)	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)
				(A) or (D)	Price		
Ordinary Shares	11/30/2012		A	61,996	A 11	61,996	D

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)**



## Edgar Filing: Eaton Corp plc - Form 4

(2) This field is not applicable.

(3) These phantom share units were received in the Merger in exchange for 68,665.22 Eaton phantom share units. These New Eaton phantom share units have the same terms and conditions as the original Eaton phantom share units.

(4) This option to purchase 12,912 New Eaton ordinary shares for \$18.64 per share, which is fully vested, was received in exchange for an option to purchase 12,912 Eaton common shares for \$18.64 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(5) This option to purchase 7,732 New Eaton ordinary shares for \$30.735 per share, which is fully vested, was received in exchange for an option to purchase 7,732 Eaton common shares for \$30.735 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(6) This option to purchase 7,408 New Eaton ordinary shares for \$33.015 per share, which is fully vested, was received in exchange for an option to purchase 7,408 Eaton common shares for \$33.015 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(7) This option to purchase 7,296 New Eaton ordinary shares for \$33.195 per share, which is fully vested, was received in exchange for an option to purchase 7,296 Eaton common shares for \$33.195 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(8) This option to purchase 6,504 New Eaton ordinary shares for \$37.505 per share, which is fully vested, was received in exchange for an option to purchase 6,504 Eaton common shares for \$37.505 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(9) This option to purchase 6,450 New Eaton ordinary shares for \$37.21 per share, which is fully vested, was received in exchange for an option to purchase 6,450 Eaton common shares for \$37.21 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

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.