

Eaton Corp plc
 Form 4
 September 01, 2016

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

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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 *
 Yadav Uday

(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)
 08/30/2016

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) | 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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount (A) or (D) Price | | |
| Ordinary Shares | 08/30/2016 | | S | | 6,867 D \$ 67.074 (1) | 22,601 | D |
| Ordinary Shares | 08/30/2016 | | M | | 3,051 A \$ 40.405 | 25,652 | D |
| Ordinary Shares | 08/30/2016 | | S | | 3,051 D \$ 67.018 (1) | 22,601 | D |
| Ordinary Shares | 08/30/2016 | | M | | 5,795 A \$ 41.565 | 28,396 | D |
| | 08/30/2016 | | S | | 5,500 D | 22,896 | D |

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| | | | | | | | | | | |
|-----------------|------------|--|---|-----|------------|------------|--------|----------------------|---|-------------------|
| Ordinary Shares | | | | | \$ | | | | | |
| | | | | | 67.044 | | | | | |
| | | | | | <u>(1)</u> | | | | | |
| Ordinary Shares | 08/30/2016 | | S | 295 | D | \$ | 67.043 | 22,601 | D | |
| | | | | | | <u>(1)</u> | | | | |
| Ordinary Shares | | | | | | | | 5,545.975 <u>(2)</u> | 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. F Der Sec (Instr. 3) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 40.405 | 08/30/2016 | | M | 3,051 | <u>(3)</u> | 02/27/2017 | Ordinary Shares | 3,051 |
| Stock Option | \$ 41.565 | 08/30/2016 | | M | 5,795 | <u>(4)</u> | 02/26/2018 | Ordinary Shares | 5,795 |

Reporting Owners

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

Signatures

/s/ Thomas E. Moran, as
Attorney-in-Fact

09/01/2016

__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) Price reported constitutes the average price of shares sold. 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.
- (2) These ordinary shares are held in the Eaton Savings Plan.
- (3) These stock options were granted on February 27, 2007 and became fully exercisable over a three year period which ended on February 27, 2010.
- (4) These stock options were granted on February 26, 2008 and became fully exercisable over a three year period which ended on February 26, 2011.

Remarks:

Chief Operating Officer - Industrial 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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