

Eubanks Richard M.
Form 4/A
December 06, 2017

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 *
Eubanks Richard M.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
06/02/2017

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

See Remarks below

CLEVELAND, OH 44122

4. If Amendment, Date Original Filed(Month/Day/Year)
06/05/2017

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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 | 06/02/2017 | | M | V | 5,034 | \$ 59.56 | 16,755 D |
| Ordinary Shares | 06/02/2017 | | F | | 3,816 | \$ 78.55 | 12,939 D |
| Ordinary Shares | 06/05/2017 | | G | | 275 ⁽¹⁾ | \$ 0 | 12,664 D |
| Ordinary Shares | 06/02/2017 | | S | | 908 ⁽²⁾ | \$ 77.88 | 2,109 ⁽³⁾ 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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Stock Option | \$ 59.56 | 06/02/2017 | | M | 5,034 | 02/26/2014 ⁽⁴⁾ 02/26/2023 | Ordinary Shares | 5,034 |

Reporting Owners

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

Signatures

/s/ Lizbeth L. Wright, as
Attorney-in-Fact
12/06/2017

**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) This amount represents a gift to a charitable foundation.
- (2) The reporting person transferred shares from the Eaton Shares Fund in his Eaton Savings Plan to another investment option in the plan.
- (3) These ordinary shares are held in the Eaton Savings Plan.
- (4) These options were granted on February 26, 2013, and are fully vested and exercisable.

Remarks:

President - Electrical Products Group of Eaton Corporation, a subsidiary of the Issuer.

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