

Eaton Corp plc
Form 3
March 08, 2017

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Monesmith Heath B. | | (Month/Day/Year) | Eaton Corp plc [ETN] | |
| (Last) | (First) | (Middle) | 03/01/2017 | |
| 1000 EATON BLVD. | | | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| (Street) | | | (Check all applicable) | |
| CLEVELAND,Â OHÂ 44122 | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (City) | (State) | (Zip) | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | (give title below) (specify below) | <input type="checkbox"/> Form filed by More than One Reporting Person |
| | | | See Remarks below | |

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Ordinary Shares | 25,564 | D | Â |
| Ordinary Shares | 2,922.71 ⁽¹⁾ | I | by trustee of ESP |

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|---|---|---|
|--|--|---|---|---|---|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|---------------------------|------------------|-----------------|----------------------------|----------|---------------------------------------|---|
| Restricted Stock Units | Â ⁽²⁾ | Â ⁽³⁾ | Ordinary Shares | 375 | \$ 0 | D | Â |
| Restricted Stock Units | 02/24/2016 ⁽⁴⁾ | Â ⁽³⁾ | Ordinary Shares | 949 | \$ 0 | D | Â |
| Restricted Stock Units | 02/23/2017 ⁽⁵⁾ | Â ⁽³⁾ | Ordinary Shares | 3,304 | \$ 0 | D | Â |
| Restricted Stock Units | 02/21/2018 ⁽⁶⁾ | Â ⁽³⁾ | Ordinary Shares | 3,425 | \$ 0 | D | Â |
| Restricted Stock Units | 02/23/2019 ⁽⁷⁾ | Â ⁽³⁾ | Ordinary Shares | 4,580 | \$ 0 | D | Â |
| Stock Option | 02/21/2018 ⁽⁸⁾ | 02/21/2027 | Ordinary Shares | 17,200 | \$ 71.89 | D | Â |

Reporting Owners

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

Signatures

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

03/08/2017

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 ordinary shares are held in the Eaton Savings Plan.
 - (2) These restricted stock units were granted on February 24, 2015 and vest as follows: 25% on the first and second anniversary of the date of the grant and the remaining 50% on the third anniversary of the date of the grant.
 - (3) This field is not applicable.
 - (4) These restricted stock units were awarded February 24, 2015 and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
 - (5) These restricted stock units were awarded February 23, 2016 and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
 - (6) These restricted stock units were awarded February 21, 2017 and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
 - (7) These restricted stock units vest on the third anniversary of the grant date.
 - (8)

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These stock options become exercisable as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.

^

Remarks:

Executive^ Vice^ President,^ General^ Counsel^ and^ Secretary^ of^ Eaton^ Corporation,^ a^ subsidiary^ of^ the^ I

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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