

Eaton Corp plc
Form 3/A
March 28, 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)

| | | | | |
|--|---|--|---|---|
| <p>1. Name and Address of Reporting Person *</p> <p>Â VANLANDINGHAM WILLIAM J II</p> <p>(Last) (First) (Middle)</p> <p>1000 EATON BLVD.</p> <p>(Street)</p> <p>CLEVELAND,Â OHÂ 44122</p> <p>(City) (State) (Zip)</p> | <p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/15/2017</p> | <p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Eaton Corp plc [ETN]</p> | <p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks below</p> | <p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/24/2017</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p> |
|--|---|--|---|---|

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 | 4,939 | D | Â |
| Ordinary Shares | 3,417.5 ⁽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 | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|------------------------------------|---------------------------------|--|
|---|---|--|------------------------------------|---------------------------------|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|----------------------------|------------------|-----------------|----------------------------|---------------------|---|---|
| Restricted Stock Units | 02/24/2016 ⁽²⁾ | ∞ ⁽³⁾ | Ordinary Shares | 471 | \$ 0 ⁽⁴⁾ | D | ∞ |
| Restricted Stock Units | 02/23/2017 ⁽⁵⁾ | ∞ ⁽³⁾ | Ordinary Shares | 3,304 | \$ 0 ⁽⁴⁾ | D | ∞ |
| Restricted Stock Units | 06/15/2017 ⁽⁶⁾ | ∞ ⁽³⁾ | Ordinary Shares | 3,465 | \$ 0 ⁽⁴⁾ | D | ∞ |
| Restricted Stock Units | 02/21/2018 ⁽⁷⁾ | ∞ ⁽³⁾ | Ordinary Shares | 4,505 | \$ 0 ⁽⁴⁾ | D | ∞ |
| Restricted Stock Units | 02/23/2019 ⁽⁸⁾ | ∞ ⁽³⁾ | Ordinary Shares | 4,545 | \$ 0 ⁽⁴⁾ | D | ∞ |
| Stock Option | 02/22/2012 ⁽⁹⁾ | 02/22/2021 | Ordinary Shares | 6,390 | \$ 53.71 | D | ∞ |
| Stock Option | 02/21/2013 ⁽¹⁰⁾ | 02/21/2022 | Ordinary Shares | 6,400 | \$ 51.94 | D | ∞ |
| Stock Option | 02/26/2014 ⁽¹¹⁾ | 02/26/2023 | Ordinary Shares | 7,400 | \$ 59.56 | D | ∞ |
| Stock Option | 02/25/2015 ⁽¹²⁾ | 02/25/2024 | Ordinary Shares | 4,650 | \$ 75.36 | D | ∞ |
| Stock Option | 02/24/2016 ⁽¹³⁾ | 02/24/2025 | Ordinary Shares | 6,350 | \$ 71.72 | D | ∞ |
| Stock Option | 02/23/2017 ⁽¹⁴⁾ | 02/23/2026 | Ordinary Shares | 26,600 | \$ 56.55 | D | ∞ |
| Stock Option | 02/21/2018 ⁽¹⁵⁾ | 02/21/2027 | Ordinary Shares | 22,650 | \$ 71.89 | D | ∞ |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------------------|-------|
| | Director | 10% Owner | Officer | Other |
| VANLANDINGHAM WILLIAM J II 1000 EATON BLVD. CLEVELAND, OH 44122 | ∞ | ∞ | ∞ See Remarks below | ∞ |

Signatures

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

03/28/2017

__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: 33% on the first and second anniversary of the grant date and the remaining 34% on the third anniversary of the grant date.
- (3) This field is not applicable.
- (4) Each restricted stock unit represents a contingent right to receive one common share of the issuer.
- (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 were granted on June 15, 2015 and vest as follows: 30% on the second and third anniversaries of the grant date and 40% on the fourth anniversary of the grant date.
- (7) 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.
- (8) These restricted stock units vest on the third anniversary of the grant date.
- (9) These options were granted on February 22, 2011, and are fully vested and exercisable.
- (10) These options were granted on February 21, 2012, and are fully vested and exercisable.
- (11) These options were granted on February 26, 2013, and are fully vested and exercisable.
- (12) These options were granted on February 25, 2014, and are fully vested and exercisable.
- (13) These options were granted on February 24, 2015, and are exercisable as follows: 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.
- (14) These options were granted on February 23, 2016, and are exercisable as follows: 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.
- (15) These options were granted on February 21, 2017, and are exercisable as follows: 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.

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Remarks:

President,Â ElectricalÂ SystemsÂ andÂ ServicesÂ Group,Â ofÂ EatonÂ Corporation,Â aÂ subsidiaryÂ ofÂ theÂ Issuer.
OnÂ 3/28/2017,Â theÂ FormÂ isÂ beingÂ amendedÂ onlyÂ toÂ attachÂ theÂ powerÂ ofÂ attorney,Â whichÂ wasÂ inadve

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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