

Eaton Corp plc
Form 4
December 13, 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 *
SEMELSBERGER KEN D

(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)
12/09/2016

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	(D)	Price
Ordinary Shares	12/09/2016		M		2,487	A	\$ 40.405 88,706
Ordinary Shares	12/09/2016		F		1,452 <u>(1)</u>	D	\$ 69.16 87,254
Ordinary Shares	12/09/2016		M		19,913	A	\$ 40.405 107,167
Ordinary Shares	12/09/2016		S		19,913	D	\$ 69.1463 <u>(2)</u> 87,254
Ordinary Shares	12/09/2016		M		2,405	A	\$ 41.565 89,659

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Ordinary Shares	12/09/2016	F	<u>1,444</u> (1)	D	\$ 69.2	88,215	D	
Ordinary Shares						4,554.986	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
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title
Stock Option	\$ 40.405	12/09/2016		M	2,487	02/27/2008 02/27/2017	Ordinary Shares	2,487
Stock Option	\$ 40.405	12/09/2016		M	19,913	02/27/2008 02/27/2017	Ordinary Shares	19,913
Stock Option	\$ 41.565	12/09/2016		M	2,405	02/26/2009 02/26/2018	Ordinary Shares	2,405

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

SEMELSBERGER KEN D
1000 EATON BOULEVARD
CLEVELAND, OH 44122

See Remarks below.

Signatures

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

12/13/2016

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) These shares were delivered to the Issuer to pay for the applicable option exercise price and withholding tax.
Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$69.05 - \$69.165.
 - (2) 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.

Remarks:

Senior Vice President and Controller 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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