

MASSARONI KENNETH M
Form 4
February 17, 2012

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 *
MASSARONI KENNETH M

2. Issuer Name and Ticker or Trading Symbol
Seagate Technology plc [STX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
02/15/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP, General Counsel, CAO

(Street)
CUPERTINO, CA 95014

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

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 | 02/15/2012 | | M | 5,000 | \$ 3.345 | 25,429 ⁽¹⁾ | D |
| Ordinary Shares | 02/15/2012 | | S | 5,000 | \$ 26.61 ⁽²⁾ | 20,429 | D |

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 |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| NQ Stock Options | \$ 3.345 | 02/15/2012 | | M | 5,000 | 09/11/2010 ⁽³⁾ 03/06/2016 | Ordinary Shares | 5,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MASSARONI KENNETH M SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014 | | | EVP, General Counsel, CAO | |

Signatures

/S/ Roberta S. Cohen for Kenneth M. Massaroni
Date: 02/17/2012

__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) Includes 322 shares purchased under the Employee Stock Purchase Plan at \$11.764 per share on January 31, 2012.
- (2) Shares sold under a 10b5-1 Trading Plan adopted by the Reporting Person on November 17, 2011.

Options granted to the Reporting Person under the Seagate Technology's 2004 Stock Compensation Plan are subject to a four and a half year vesting schedule. One quarter of the option shares vested on September 11, 2010. Following continuous employment, the remaining shares vest proportionally monthly over the 36 months following September 11, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.