

Eubanks Richard M.
Form 4
March 16, 2018

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)
03/14/2018

____ 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)

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Ordinary Shares	03/14/2018		M		4,966	A	\$ 59.56
Ordinary Shares	03/14/2018		S		4,966	D	\$ 80.11
Ordinary Shares	03/14/2018		M		17,556	A	\$ 56.55
Ordinary Shares	03/14/2018		S		17,556	D	\$ 80.05 <u>(1)</u>
Ordinary Shares							2,142.994 <u>(2)</u>
						I	by trustee of ESP

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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	03/14/2018		M	4,966	02/26/2014 ⁽³⁾ 02/26/2023	Ordinary Shares	4,966
Stock Option	\$ 56.55	03/14/2018		M	17,556	02/23/2017 ⁽⁴⁾ 02/23/2026	Ordinary Shares	17,556

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 03/16/2018

**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).

- Price reported constitutes the average weighted price of shares sold. The reporting person hereby undertakes, upon request of the
- (1) Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (2) These ordinary shares are held in the Eaton Savings Plan.
 - (3) These options were granted on February 26, 2013, and are fully vested and exercisable.
 - (4)

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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.

Remarks:

President - Electrical Products Group 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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