Eaton Corp plc Form 4 June 03, 2016

### FORM 4

#### OMB APPROVAL

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

OMB Number: 3235-0287

Check this box if no longer subject to Section 16. Form 4 or GES IN BENEFICIAL OWNERSHIP OF Expires: January 31, 2005

Estimated average burden hours per response... 0.5

5. Relationship of Reporting Person(s) to

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

2. Issuer Name and Ticker or Trading

Form 5 obligations may continue. See Instruction See Instruction 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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

ARNOLD (	CRAIG		Symbol Eaton Co	orp plc [E	TN]			Issuer (Che	eck all applicabl	e)
(Last) 1000 EATO	(First) (	Middle)	3. Date of (Month/Date 06/01/20	•	nnsaction			_X_ Director _X_ Officer (girbelow)	109	% Owner er (specify
CLEVELA	(Street) ND, OH 44122			ndment, Dat th/Day/Year)	Č				•	erson
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Securit	ties Ac	Person quired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)	Execution any	emed on Date, if /Day/Year)	3. Transaction Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3,	(A) or of (D)	)	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)
Ordinary Shares								176,041	D	
Ordinary Shares								153.973 <u>(1)</u>	I	by trustee of ESP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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# Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

De: Sec (In:

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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and Underlying (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	06/01/2016		A	16,221	(2)	<u>(2)</u>	Ordinary Shares	16,221
Restricted Stock Units	\$ 0					(3)	(3)	Ordinary Shares	24,640

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
ARNOLD CRAIG 1000 EATON BOULEVARD CLEVELAND, OH 44122	X		See Remarks below.				

## **Signatures**

/s/ Kathleen S. O'Connor, as
Attorney-in-Fact

\*\*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 ordinary shares are held in the Eaton Savings Plan.
- (2) These restricted stock units vest on June 1, 2019.
- (3) These restricted stock units were granted on 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.
- (4) This amount has been corrected to remove 24,639 restricted stock units that were inadvertently included in Column 9 of the Form 4 filed by the reporting person on February 25, 2016.

#### **Remarks:**

Chief Executive Officer 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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