

Eubanks Richard M.
Form 4
March 13, 2019

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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.

(Last) (First) (Middle)
1000 EATON BLVD.

(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)
03/12/2019

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	(A) or (D)	Price
Ordinary Shares	03/12/2019		S		18,894	D	\$ 80.58 <u>(1)</u>
Ordinary Shares	03/12/2019		M		1,326	A	\$ 75.36
Ordinary Shares	03/12/2019		F		1,240	D	\$ 80.57
Ordinary Shares	03/12/2019		M		4,924	A	\$ 75.36
Ordinary Shares	03/12/2019		S		4,924	D	\$ 80.8

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Ordinary Shares	03/12/2019	M	1,395	A	\$ 71.72	21,685	D
Ordinary Shares	03/12/2019	F	1,240	D	\$ 80.65	20,445	D
Ordinary Shares	03/12/2019	M	7,155	A	\$ 71.72	27,600	D
Ordinary Shares	03/12/2019	S	7,155	D	\$ 80.82	20,445	D
Ordinary Shares	03/12/2019	M	1,768	A	\$ 56.55	22,213	D
Ordinary Shares	03/12/2019	F	1,239	D	\$ 80.67	20,974	D
Ordinary Shares	03/12/2019	M	7,276	A	\$ 56.55	28,250	D
Ordinary Shares	03/12/2019	S	7,276	D	\$ 80.83	20,974	D
Ordinary Shares	03/12/2019	M	14,949	A	\$ 71.89	35,923	D
Ordinary Shares	03/12/2019	S	14,949	D	\$ 80.81	20,974	D

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

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SEC 1474
(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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 75.36	03/12/2019		M	1,326	02/25/2015 ⁽²⁾	02/25/2024	Ordinary Shares	1,326
Stock	\$ 75.36	03/12/2019		M	4,924	02/25/2015 ⁽²⁾	02/25/2024	Ordinary	4,924

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								Shares	
Option									
Stock Option	\$ 71.72	03/12/2019		M	1,395	02/24/2016 ⁽³⁾	02/24/2025	Ordinary Shares	1,395
Stock Option	\$ 71.72	03/12/2019		M	7,155	02/24/2016 ⁽³⁾	02/24/2025	Ordinary Shares	7,155
Stock Option	\$ 56.55	03/12/2019		M	1,768	02/23/2017 ⁽⁴⁾	02/23/2026	Ordinary Shares	1,768
Stock Option	\$ 56.55	03/12/2019		M	7,276	02/23/2017 ⁽⁴⁾	02/23/2026	Ordinary Shares	7,276
Stock Option	\$ 71.89	03/12/2019		M	14,949	02/21/2018 ⁽⁵⁾	02/21/2027	Ordinary Shares	14,949

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	03/13/2019
<small>**Signature of Reporting Person</small>	<small>Date</small>

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 options were granted on February 25, 2014, and are fully vested and exercisable.
- (3) 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.
- (4) 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.
- (5) 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.

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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