

HUTCHINS CURTIS J
Form 4
February 11, 2019

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 *
HUTCHINS CURTIS J

(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)
02/07/2019

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Ordinary Shares | 02/07/2019 | | S | 9,025 | D \$ 75.94 | 15,872 | D |
| Ordinary Shares | 02/07/2019 | | M | 1,925 | A \$ 51.94 | 17,797 | D |
| Ordinary Shares | 02/07/2019 | | S | 1,925 | D \$ 76.1 | 15,872 | D |
| Ordinary Shares | 02/07/2019 | | M | 13,075 | A \$ 51.94 | 28,947 | D |
| Ordinary Shares | 02/07/2019 | | S | 13,075 | D \$ 76.07 | 15,872 | D |

(1)

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| | | | | | | | |
|-----------------|------------|---|--------|---|------------------------|--------|---|
| Ordinary Shares | 02/07/2019 | M | 1,678 | A | \$ 59.56 | 17,550 | D |
| Ordinary Shares | 02/07/2019 | S | 1,678 | D | \$ 76.11 | 15,872 | D |
| Ordinary Shares | 02/07/2019 | M | 11,922 | A | \$ 59.56 | 27,794 | D |
| Ordinary Shares | 02/07/2019 | S | 11,922 | D | \$ 76.01 <u>(1)</u> | 15,872 | D |

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.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Stock Option | \$ 51.94 | 02/07/2019 | | M | 1,925 | 02/21/2013 ⁽²⁾ 02/21/2022 | Ordinary Shares 1,925 |
| Stock Option | \$ 51.94 | 02/07/2019 | | M | 13,075 | 02/21/2013 ⁽²⁾ 02/21/2022 | Ordinary Shares 13,075 |
| Stock Option | \$ 59.56 | 02/07/2019 | | M | 1,678 | 02/26/2014 ⁽³⁾ 02/26/2023 | Ordinary Shares 1,678 |
| Stock Option | \$ 59.56 | 02/07/2019 | | M | 11,922 | 02/26/2014 ⁽³⁾ 02/26/2023 | Ordinary Shares 11,922 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------|---------------|-----------|-------------------|-------|
| | Director | 10% Owner | Officer | Other |
| HUTCHINS CURTIS J 1000 EATON BLVD. | | | See Remarks below | |

CLEVELAND, OH 44122

Signatures

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

02/08/2019

__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 options were granted on February 21, 2012, and are fully vested and exercisable.
(3) These options were granted on February 26, 2013, and are fully vested and exercisable.

Remarks:

President - Hydraulics 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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