

MASSARONI KENNETH M
Form 4
July 05, 2012

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

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)

3. Date of Earliest Transaction (Month/Day/Year)
07/02/2012

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

SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD

(Street)

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

CUPERTINO, CA 95014

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Ordinary Shares | 07/02/2012 | | M | | 10,000 A \$ 3.345 | 30,429 | D |
| Ordinary Shares | 07/02/2012 | | M | | 30,000 A \$ 13.73 | 60,429 | D |
| Ordinary Shares | 07/02/2012 | | S | | 5,000 D \$ 24.691 ⁽¹⁾ | 55,429 | D |
| Ordinary Shares | 07/02/2012 | | S | | 5,000 D \$ 24.6899 ⁽²⁾ | 50,429 | D |
| | 07/02/2012 | | S | | 10,000 D | 40,429 | D |

Edgar Filing: MASSARONI KENNETH M - Form 4

| | | | | | | | | |
|-----------------|------------|--|---|--------|------------|------------|---------|--------|
| Ordinary Shares | | | | | \$ | | | |
| | | | | | 24.6587 | | | |
| | | | | | <u>(2)</u> | | | |
| Ordinary Shares | 07/02/2012 | | S | 20,000 | D | \$ | 24.6746 | 20,429 |
| | | | | | | <u>(2)</u> | | 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.

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| NQ Stock Options | \$ 3.345 | 07/02/2012 | | M | 10,000 | 09/11/2010 ⁽³⁾ 03/06/2016 | Ordinary Shares 10,000 |
| NQ Stock Options | \$ 13.73 | 07/02/2012 | | M | 30,000 | 09/12/2009 ⁽⁴⁾ 09/12/2015 | Ordinary Shares 30,000 |

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

07/05/2012

**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) Shares were sold under a 10b5-1 Trading Plan adopted by the Reporting Person on November 17, 2011.

(2) Shares were sold under a 10b5-1 Trading Plan adopted by the Reporting Person on May 10, 2012.

Options granted to the Reporting Person under the Seagate Technology's 2004 Stock Compensation Plan are subject to a four and half
(3) 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.

Options granted to the Reporting Person under the Seagate Technology's 2004 Stock Compensation Plan are subject to a four year vesting
(4) schedule. One quarter of the option shares vested on September 12, 2009 . Following continuous employment, the remaining shares vest proportionally monthly over the 36 months following September 12, 2009.

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.