

BRICKHOUSE BRIAN S
Form 4
March 13, 2019

FORM 4

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

OMB APPROVAL

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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 *
BRICKHOUSE BRIAN S

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)

3. Date of Earliest Transaction (Month/Day/Year)
03/12/2019

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)

1000 EATON BLVD.

See Remarks below.

(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

CLEVELAND, OH 44122

(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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V Amount Price | | | |
| Ordinary Shares | 03/12/2019 | | S | 5,000 D \$ 80.46 | 14,442 | D | |
| Ordinary Shares | 03/12/2019 | | M | 5,583 A \$ 53.71 | 20,025 | D | |
| Ordinary Shares | 03/12/2019 | | F | 3,721 D \$ 80.57 | 16,304 | D | |
| Ordinary Shares | 03/12/2019 | | M | 807 A \$ 53.71 | 17,111 | D | |
| Ordinary Shares | 03/12/2019 | | S | 807 D \$ 80.67 | 16,304 | D | |

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| | | | | | | | | |
|-----------------|------------|---|-------|---|------------------------|---------------------|---|-------------------|
| Ordinary Shares | 03/12/2019 | M | 1,925 | A | \$ 51.94 | 18,229 | D | |
| Ordinary Shares | 03/12/2019 | F | 1,241 | D | \$ 80.55 | 16,988 | D | |
| Ordinary Shares | 03/12/2019 | M | 6,025 | A | \$ 51.94 | 23,013 | D | |
| Ordinary Shares | 03/12/2019 | S | 6,025 | D | \$ 80.62 <u>(1)</u> | 16,988 | D | |
| Ordinary Shares | | | | | | 1,239.87 <u>(2)</u> | I | by trustee of ESP |

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option | \$ 53.71 | 03/12/2019 | | M | 5,583 | 02/22/2012 02/22/2021 | Ordinary Shares | 5,583 |
| Stock Option | \$ 53.71 | 03/12/2019 | | M | 807 | 02/22/2012 02/22/2021 | Ordinary Shares | 807 |
| Stock Option | \$ 51.94 | 03/12/2019 | | M | 1,925 | 02/21/2013 02/21/2022 | Ordinary Shares | 1,925 |
| Stock Option | \$ 51.94 | 03/12/2019 | | M | 6,025 | 02/21/2013 02/21/2022 | Ordinary Shares | 6,025 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

BRICKHOUSE BRIAN S
1000 EATON BLVD.
CLEVELAND, OH 44122

See Remarks below.

Signatures

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

03/13/2019

__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 ordinary shares are held in the Eaton Savings Plan.
(3) These options were granted on February 22, 2011, and are fully vested and exercisable.
(4) These options were granted on February 21, 2012, and are fully vested and exercisable.

Remarks:

President - Electrical Systems and Services 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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