

FEARON RICHARD H

Form 4

February 28, 2019

**FORM 4**
**UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**FEARON RICHARD H**

(Last) (First) (Middle)

1000 EATON BOULEVARD

(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)

02/26/2019

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	02/27/2019		M	2,976	A \$ 0	230,456	D
Ordinary Shares	02/27/2019		S	1,335	D \$ 80.19	229,121	D
Ordinary Shares	02/27/2019		A	19,414 (1)	A \$ 0	248,535	D
Ordinary Shares	02/27/2019		A	14,145 (1)	A \$ 0	262,680	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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/26/2019		A		10,400		02/26/2020 <sup>(2)</sup>	<sup>(3)</sup>	Ordinary Shares	1,040,000
Stock Option	\$ 80.49	02/26/2019		A		59,200		02/26/2020 <sup>(4)</sup>	02/26/2029	Ordinary Shares	5,920,000
Restricted Stock Units	\$ 0	02/27/2019		M		2,976		<sup>(5)</sup>	<sup>(3)</sup>	Ordinary Shares	29,760,000

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
FEARON RICHARD H 1000 EATON BOULEVARD CLEVELAND, OH 44122	X See Remarks below.

## Signatures

/s/ Lizbeth L. Wright, as  
Attorney-in-Fact 02/28/2019

                     \*\*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).

(1) These shares were acquired upon the vesting of certain performance share awards.

(2) These restricted stock units were granted on February 26, 2019 and vest as follows: 33% on the first and second anniversary of the grant date and the remaining 34% on the third anniversary of the grant date.

(3) This field is not applicable.

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- (4) These stock options become exercisable 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.
- (5) These restricted stock units were granted on February 27, 2018 and vest as follows: 33% on the first and second anniversary of the grant date and the remaining 34% on the third anniversary of the grant date.

### Remarks:

Vice Chairman and Chief Financial and Planning 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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