

McGuire Mark M
Form 4
December 03, 2012

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 *
McGuire Mark M

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)
EATON CENTER, 1111 SUPERIOR AVE.

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

____ Director
 Officer (give title below) _____ Other (specify below)
EVP and General Counsel

(Street)
CLEVELAND, OH 44114

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

(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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	11/30/2012		A	35,224	A <u>(1)</u> 35,224	D	
Ordinary Shares	11/30/2012		A	1,847.318	A <u>(1)</u> 1,847.318	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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SEC 1474 (9-02)

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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 Number Shares
Phantom Stock Units	\$ 0	11/30/2012		A	6,482.085	(2) (2)	Ordinary Shares 6,482
Restricted Stock Units	\$ 0	11/30/2012		A	2,150	(4) (4)	Ordinary Shares 2,150
Restricted Stock Units	\$ 0	11/30/2012		A	9,736	(5) (5)	Ordinary Shares 9,736
Restricted Stock Units	\$ 0	11/30/2012		A	4,500	(6) (6)	Ordinary Shares 4,500
Restricted Stock Units	\$ 0	11/30/2012		A	6,560	(7) (7)	Ordinary Shares 6,560
Stock Option	\$ 51.94	11/30/2012		A	24,250	(8) 02/21/2022	Ordinary Shares 24,250
Stock Option	\$ 53.71	11/30/2012		A	24,000	(9) 02/22/2021	Ordinary Shares 24,000
Stock Option	\$ 34.31	11/30/2012		A	47,200	(10) 02/21/2016	Ordinary Shares 47,200
Stock Option	\$ 40.405	11/30/2012		A	40,000	(11) 02/27/2017	Ordinary Shares 40,000
Stock Option	\$ 41.565	11/30/2012		A	45,000	(12) 02/26/2018	Ordinary Shares 45,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
McGuire Mark M EATON CENTER 1111 SUPERIOR AVE.			EVP and General Counsel	

CLEVELAND, OH 44114

Signatures

/s/ Elizabeth K. Riotte, as
Attorney-in-Fact

12/03/2012

__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) Represents shares of Eaton Corporation plc ("New Eaton") acquired in connection with the merger of a wholly-owned subsidiary of New Eaton with and into Eaton Corporation ("Eaton"), with Eaton surviving the merger as a wholly-owned subsidiary of New Eaton (the "Merger"), in exchange for common shares of Eaton. The Merger was consummated simultaneous with and conditioned on New Eaton's acquisition of Cooper Industries plc by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Eaton common share was cancelled and converted into the right to receive one New Eaton ordinary share.
- (2) This field is not applicable.
- (3) These phantom share units were received in the Merger in exchange for 6,482.085 Eaton phantom share units. These New Eaton phantom share units have the same terms and conditions as the original Eaton phantom share units.
- (4) These restricted stock units, which vest on February 24, 2013, were received exchange for 2,150 Eaton restricted stock units. The New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.
- (5) These restricted stock units, which vest in two equal annual installments beginning on February 23, 2013, were received in the Merger in exchange for 9,736 Eaton restricted stock units. These New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.
- (6) These restricted stock units, which vest in three equal annual installments beginning on February 22, 2013, were received in the Merger in exchange for 4,500 Eaton restricted stock units. These New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.
- (7) These restricted stock units, which vest in four equal annual installments beginning on February 21, 2013, were received in the Merger in exchange for 6,560 Eaton restricted stock units. These New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.
- (8) This option to purchase 24,250 New Eaton ordinary shares for \$51.94 per share, which vests in three equal annual installments beginning on February 21, 2013, was received in the Merger in exchange for an option to purchase 24,250 Eaton common shares for \$51.94 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.
- (9) This option to purchase 24,000 New Eaton ordinary shares for \$53.71 per share, which vests in two equal annual installments beginning on February 22, 2013, was received in the Merger in exchange for an option to purchase 24,000 Eaton common shares for \$53.71 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.
- (10) This option to purchase 47,200 New Eaton ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 47,200 Eaton common shares of New Eaton for \$34.31 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.
- (11) This option to purchase 40,000 New Eaton ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 40,000 Eaton common shares for \$40.405 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.
- (12) This option to purchase 40,000 New Eaton ordinary shares, which is fully vested, was received in the Merger in exchange for an option to purchase 40,000 Eaton common shares for \$40.405 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

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.