

Monesmith Heath B.
Form 4
February 26, 2018

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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Monesmith Heath B.

(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)

02/23/2018

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

See Remarks below

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 (Instr. 4)
Ordinary Shares	02/23/2018		M	375 ⁽¹⁾ A	\$ 0 21,688	D	
Ordinary Shares	02/23/2018		F	109 ⁽²⁾ D	\$ 82.12 21,579	D	
Ordinary Shares	02/23/2018		M	949 ⁽¹⁾ A	\$ 0 22,528	D	
Ordinary Shares	02/23/2018		F	284 ⁽²⁾ D	\$ 82.12 22,244	D	
Ordinary Shares	02/23/2018		M	1,627 ⁽¹⁾ A	\$ 0 23,871	D	

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Ordinary Shares 02/23/2018 F 484 ⁽²⁾ D \$ 82.12 23,387 D

Ordinary Shares 3,006,441 ⁽³⁾ 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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0	02/23/2018		M	375	⁽⁴⁾ ⁽⁵⁾	Ordinary Shares	375
Restricted Stock Units	\$ 0	02/23/2018		M	949	02/24/2016 ⁽⁶⁾ ⁽⁵⁾	Ordinary Shares	949
Restricted Stock Units	\$ 0	02/23/2018		M	1,627	02/23/2017 ⁽⁷⁾ ⁽⁵⁾	Ordinary Shares	1,627

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Monesmith Heath B. 1000 EATON BLVD. CLEVELAND, OH 44122	See Remarks below

Signatures

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

02/26/2018

__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 ordinary shares were acquired upon the vesting and settlement of certain restricted stock units.
- (2) These ordinary shares were delivered to the Issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (3) These ordinary shares are held in the Eaton Savings Plan.
- (4) These restricted stock units were granted on February 24, 2015 and vest as follows: 25% on the first and second anniversary of the date of the grant and the remaining 50% on the third anniversary of the date of the grant.
- (5) This field is not applicable.
- (6) These restricted stock units were awarded February 24, 2015 and vest 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.
- (7) These restricted stock units were awarded February 23, 2016 and vest 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.

Remarks:

Executive Vice President, General Counsel and Secretary 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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