

CHERUVATATH NANDAKUMAR

Form 4/A

March 16, 2018

**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 \*  
**CHERUVATATH NANDAKUMAR**

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)

1000 EATON BLVD.

3. Date of Earliest Transaction  
 (Month/Day/Year)  
 02/27/2018

\_\_\_\_ Director \_\_\_\_ 10% Owner  
 \_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)

See Remarks below.

(Street)

4. If Amendment, Date Original  
 Filed(Month/Day/Year)  
 03/01/2018

CLEVELAND, OH 44122

6. Individual or Joint/Group Filing(Check  
 Applicable Line)  
 \_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|--|--|--|---|
| Ordinary<br>Shares                    | 02/27/2018                              |   | A                                    | 401<br>(A)<br>or<br>(D)<br>A<br>(1)  | \$ 0 15,644  | D  |   |
| Ordinary<br>Shares                    |   |   |                                      |  | 1,422.134 (2)  | I  | by trustee<br>of ESP  |

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)

# Edgar Filing: CHERUVATATH NANDAKUMAR - Form 4/A

**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 or Number of Shares |
| Restricted Stock Units                     | \$ 0   | 02/27/2018                           |  | A                              |   | 2,410  |     | (3)   | (4)             | Ordinary Shares | 2,410                      |
| Stock Option                               | \$ 81.96   | 02/27/2018                           |  | A                              |   | 11,600   |     | 02/27/2019(5)   | 02/27/2028      | Ordinary Shares | 11,600                     |

## Reporting Owners

| Reporting Owner Name / Address                                    | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| CHERUVATATH NANDAKUMAR<br>1000 EATON BLVD.<br>CLEVELAND, OH 44122 | See Remarks below.               |

## Signatures

/s/ Lizbeth L. Wright, as  
Attorney-in-Fact  
03/16/2018

\*\*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 shares were acquired upon the vesting of performance share awards. The amount has been revised to show the proper amount awarded.
- (2) These ordinary shares are held in the Eaton Savings Plan.
- (3) 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.
- (4) This field is not applicable.
- (5) 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.

### Remarks:

President - Aerospace Group of Eaton Corporation, a subsidiary of the Issuer

## Edgar Filing: CHERUVATATH NANDAKUMAR - Form 4/A

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.