

PENTAIR plc  
Form 4  
January 05, 2017

**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  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**HOGAN RANDALL J**

(Last) (First) (Middle)

**5500 WAYZATA BLVD., SUITE  
600**

(Street)

**GOLDEN VALLEY, MN 55416**

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol

**PENTAIR plc [PNR]**

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

**01/03/2017**

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)

Chairman & Chief Exec. Officer

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 Indirect Beneficial Ownership (Instr. 4) |                        |   |
|----------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-------------------------------------------------------------------|-----------------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------|------------------------|---|
|                                        |                                      |                                                    | Code                           | V                                                                 | Amount                                                                                        | (A) or (D)                                               | Price                                                 |                        |   |
| Common Shares - Restricted Stock Units | 01/03/2017                           |                                                    | A <sup>(1)</sup>               |                                                                   | 39,625                                                                                        | A                                                        | \$ 0                                                  | 123,730 <sup>(2)</sup> | D |
| Common Shares                          | 01/03/2017                           |                                                    | F <sup>(3)</sup>               |                                                                   | 20,322                                                                                        | D                                                        | \$ 57.95                                              | 74,243 <sup>(2)</sup>  | 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  
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SEC 1474  
(9-02)

# Edgar Filing: PENTAIR plc - Form 4

**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 Security (Instr. 3 and 4) |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------------------------------------------------------------|
| Employee Stock Option (right to buy)       | \$ 57.95                                               | 01/03/2017                           |                                                    | A <sup>(4)</sup>               | 186,000                                                                                 | 01/03/2018 <sup>(5)</sup> 01/03/2027                     | Common Shares 186,000                                       |

## Reporting Owners

| Reporting Owner Name / Address                                              | Relationships |           |                                |       |
|-----------------------------------------------------------------------------|---------------|-----------|--------------------------------|-------|
|                                                                             | Director      | 10% Owner | Officer                        | Other |
| HOGAN RANDALL J<br>5500 WAYZATA BLVD., SUITE 600<br>GOLDEN VALLEY, MN 55416 | X             |           | Chairman & Chief Exec. Officer |       |

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for Randall J. Hogan 01/05/2017

\_\_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) Restricted stock units granted pursuant to and subject to a vesting condition of the Pentair plc 2012 Stock and Incentive Plan. Each restricted stock unit represents a right to receive one share of Pentair plc common shares upon vesting.
- (2) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.
- (3) Shares surrendered to pay taxes applicable to vesting of restricted stock units.
- (4) Employee stock option granted under the Pentair Ltd. 2012 Stock and Incentive Plan.
- (5) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

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.