

Stauch John L  
Form 4  
May 04, 2018

**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 \*  
Stauch John L

2. Issuer Name and Ticker or Trading Symbol  
PENTAIR plc [PNR]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
5500 WAYZATA BLVD., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)  
05/02/2018

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
President & CEO

(Street)  
GOLDEN VALLEY, MN 55416

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)			
			Code	V	Amount	(D)	Price			
Common Shares - Restricted Stock Units	05/02/2018		A <sup>(1)</sup>		20,916	A	\$ 0	87,569.041	D	
Common Shares								141,915.076 <sup>(2)</sup>	I	By Spouse Trust
Common Shares - ESPP								32.881 <sup>(3)</sup>	D	
Common Shares -								849.7265 <sup>(4)</sup>	I	By ESOP

ESOP

Common  
Shares -  
Deferral  
Plan

48,850.763 <sup>(4)</sup>  
(5) I

Plan  
Agent

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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Employee Stock Option (right to buy)	\$ 45.42	05/02/2018		A <sup>(6)</sup>	87,016	<sup>(7)</sup> 05/02/2028		Common Shares	87,016
Employee Stock Option (right to buy)	\$ 22.24 <sup>(8)</sup>					<sup>(9)</sup> 01/04/2020		Common Shares	58,991 <sup>(8)</sup>
Employee Stock Option (right to buy)	\$ 24.64 <sup>(8)</sup>					<sup>(9)</sup> 01/03/2021		Common Shares	54,678 <sup>(8)</sup>
Employee Stock Option (right to buy)	\$ 22.73 <sup>(8)</sup>					<sup>(9)</sup> 01/03/2022		Common Shares	60,717 <sup>(8)</sup>
Employee Stock	\$ 33.72 <sup>(8)</sup>					<sup>(9)</sup> 01/02/2023		Common Shares	50,616 <sup>(8)</sup>

Option  
(right to  
buy)

Employee

Stock  
Option \$ 51.21  
(right to (8)  
buy)

(9) 01/02/2024 Common Shares 32,596 (8)

Employee

Stock  
Option \$ 44.43  
(right to (8)  
buy)

(9) 01/02/2025 Common Shares 47,506 (8)

Employee

Stock  
Option \$ 32.83  
(right to (8)  
buy)

(10) 01/04/2026 Common Shares 93,930 (8)

Employee

Stock  
Option \$ 38.61  
(right to (8)  
buy)

(11) 01/03/2027 Common Shares 58,499 (8)

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauch John L 5500 WAYZATA BLVD., SUITE 600 GOLDEN VALLEY, MN 55416	X		President & CEO	

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for John L.

Stauch

05/04/2018

        \*\*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) 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 Pentair plc share upon vesting.

(2) Since the date of the reporting person's last ownership form, 25,184 shares previously held directly and 2,171.076 shares previously held by the reporting person in the Pentair plc Employee Stock Purchase and Bonus Plan have been transferred and are now indirectly owned by a trust owned by the reporting person's spouse.

(3)

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End-of-period holdings include monthly purchase(s) under the Pentair plc Employee Stock Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c); and shares acquired pursuant to a dividend reinvestment feature of the ESPP.

- (4) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (5) Pentair plc shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (6) Employee stock option granted under the Pentair plc 2012 Stock and Incentive Plan.
- (7) One-third of the stock options become exercisable on the first, second and third anniversary of the grant.
- (8) The exercise price and number of stock options were adjusted in connection with the spin-off of nVent Electric plc on April 30, 2018 pursuant to the anti-dilution provisions of the Pentair plc 2012 Stock and Incentive Plan.
- (9) This option is presently exercisable in full.
- (10) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on January 4, 2019.
- (11) One-third of this option is presently exercisable. The remaining two-thirds become exercisable on January 3, 2019 and January 3, 2020.

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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