

PENTAIR plc
Form 4
June 08, 2016

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 *
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)
06/06/2016

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 Ownership (Instr. 4)
			Code	V Amount or (D) Price			
Common Shares	04/05/2016		G	V 122,335 D \$ 0	2,622	D	
Common Shares	04/05/2016		G	V 122,335 A \$ 0	360,776	I	By Trust
Common Shares	06/06/2016		M ⁽¹⁾	105,483 A \$ 30.05	108,105	D	
Common Shares	06/06/2016		S ⁽¹⁾	105,483 D \$ 60.4236 ⁽²⁾	2,622	D	
Common Shares	06/07/2016		M ⁽¹⁾	105,483 A \$ 30.05	108,105	D	

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Common Shares	06/07/2016	S ⁽¹⁾	105,483	D	\$ 61	2,622	D	
Common Shares - Deferral Plan						58,581.345 <u>(4)</u> <u>(3)</u>	I	Plan Agent
Common Shares - ESOP						2,090.097 <u>(4)</u>	I	By ESOP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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 Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Employee Stock Option (right to buy)	\$ 30.05	06/06/2016		M ⁽¹⁾	105,483	01/03/2008 ⁽⁵⁾ 01/03/2017	Common Shares 105,483
Employee Stock Option (right to buy)	\$ 30.05	06/07/2016		M ⁽¹⁾	105,483	01/03/2008 ⁽⁵⁾ 01/03/2017	Common Shares 105,483

Reporting Owners

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

Signatures

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

06/08/2016

__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) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person for financial planning purposes in connection with stock options that will expire on January 3, 2017.
The price in Column 4 is a weighted average price. The prices actually received ranged from \$59.91 to \$60.80. The reporting person has
- (2) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- (3) Pentair plc shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (4) End-of-period holdings include shares acquired under a dividend reinvestment plan in an exempt transaction not required to be reported pursuant to Section 16(a).
- (5) One-third of the stock options became 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.