

Frykman Karl R.
Form 4
May 04, 2018

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
Frykman Karl R.

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)
EVP & Chief Operating Officer

(Street)

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

GOLDEN VALLEY, MN 55416

(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 Ownership (Instr. 4)
			Code	V Amount (D) Price			
Common Shares - Restricted Stock Units	05/02/2018		A ⁽¹⁾	8,807 A \$ 0	35,326.07	D	
Common Shares - ESOP					1,988.0152 ⁽²⁾	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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 45.42	05/02/2018		A ⁽³⁾	36,639	<u>(4)</u>	05/02/2028	Common Shares	36,639
Employee Stock Option (right to buy)	\$ 12.75 <u>(5)</u>					<u>(6)</u>	03/03/2019	Common Shares	15,362 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 22.81 <u>(5)</u>					<u>(6)</u>	03/02/2020	Common Shares	19,368 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 24.34 <u>(5)</u>					<u>(6)</u>	03/02/2021	Common Shares	11,727 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 25.74 <u>(5)</u>					<u>(6)</u>	03/01/2022	Common Shares	11,526 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 33.72 <u>(5)</u>					<u>(6)</u>	01/02/2023	Common Shares	9,110 <u>(5)</u>
						<u>(6)</u>	01/02/2024		

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Employee Stock Option (right to buy)	\$ 51.21 <u>(5)</u>				Common Shares	7,967 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 44.43 <u>(5)</u>	<u>(6)</u>	01/02/2025		Common Shares	13,856 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 32.83 <u>(5)</u>	<u>(7)</u>	01/04/2026		Common Shares	32,389 <u>(5)</u>
Employee Stock Option (right to buy)	\$ 38.61 <u>(5)</u>	<u>(8)</u>	01/03/2027		Common Shares	26,223 <u>(5)</u>

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Frykman Karl R. 5500 WAYZATA BLVD., SUITE 600 GOLDEN VALLEY, MN 55416			EVP & Chief Operating Officer	

Signatures

/s/ John K. Wilson, Attorney-in-Fact for Karl R. Frykman	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) 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).
- (3) Employee stock option granted under the Pentair plc 2012 Stock and Incentive Plan.
- (4) One-third of the stock options become exercisable on the first, second and third anniversary of the grant.
- (5) 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.

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- (6) This option is presently exercisable in full.
- (7) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on January 4, 2019.
- (8) 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. 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.