

Eubanks Richard M.
Form 4/A
December 06, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Eubanks Richard M.

(Last) (First) (Middle)

1000 EATON BLVD.

(Street)

CLEVELAND, OH 44122

(City) (State) (Zip)

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

Eaton Corp plc [ETN]

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

06/02/2017

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

06/05/2017

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)

See Remarks below

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ 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 Ownership (Instr. 4)
Ordinary Shares	06/02/2017		M	5,034 A	\$ 59.56	16,755	D
Ordinary Shares	06/02/2017		F	3,816 D	\$ 78.55	12,939	D
Ordinary Shares	06/05/2017		G	275 ⁽¹⁾ D	\$ 0	12,664	D
Ordinary Shares	06/02/2017		S	908 ⁽²⁾ D	\$ 77.88	2,109 ⁽³⁾	I by trustee of ESP

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 59.56	06/02/2017		M		5,034		02/26/2014 ⁽⁴⁾	02/26/2023	Ordinary Shares	5,034

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Eubanks Richard M. 1000 EATON BLVD. CLEVELAND, OH 44122	See Remarks below

Signatures

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

12/06/2017

**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) This amount represents a gift to a charitable foundation.
- (2) The reporting person transferred shares from the Eaton Shares Fund in his Eaton Savings Plan to another investment option in the plan.
- (3) These ordinary shares are held in the Eaton Savings Plan.
- (4) These options were granted on February 26, 2013, and are fully vested and exercisable.

Remarks:

President - Electrical Products Group of Eaton Corporation, a subsidiary of the Issuer.

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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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