

LUCZO STEPHEN J
Form 4
August 29, 2012

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 *
LUCZO STEPHEN J

2. Issuer Name and Ticker or Trading Symbol
Seagate Technology plc [STX]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD

3. Date of Earliest Transaction
(Month/Day/Year)
08/27/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
CUPERTINO, CA 95014

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 Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Ordinary Shares	08/27/2012		M		100,000	A	\$ 22.695	315,880	D
Ordinary Shares	08/27/2012		M		10,000	A	\$ 26.465	325,880	D
Ordinary Shares	08/27/2012		M		3,334	A	\$ 6.525	329,214	D
Ordinary Shares	08/27/2012		M		729,166	A	\$ 4.045	1,058,380	D
Ordinary Shares	08/27/2012		M		197,656	A	\$ 11.065	1,256,036	D

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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)
Ordinary Shares		08/27/2012		S	607,231 D	\$ 33.7702 <u>(1)</u> 648,805	D
Ordinary Shares		08/15/2012		G ⁽²⁾ V	25,000 D	\$ 0 2,329,692	I Stephen J Luczo Revocable Trust
Ordinary Shares		08/22/2012		G ⁽²⁾ V	25,000 D	\$ 0 2,304,692	I Stephen J Luczo Revocable Trust
Ordinary Shares						150,000	I Red Zone Holdings Limited Partnership
Ordinary Shares						150,000	I Red Zone II Limited Partnership

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)
NQ Options	\$ 22.695	08/27/2012		M	100,000	10/26/2007 ⁽³⁾ 10/26/2013	Ordinary Shares 100,000
NQ Options	\$ 26.465	08/27/2012		M	10,000	10/15/2008 ⁽⁴⁾ 10/25/2014	Ordinary Shares 10,000
NQ Options	\$ 6.525	08/27/2012		M	3,334	10/15/2009 ⁽⁵⁾ 10/30/2015	Ordinary Shares 3,334
NQ Options	\$ 4.045	08/27/2012		M	729,166	01/12/2010 ⁽⁶⁾ 01/30/2016	Ordinary Shares 729,166
	\$ 11.065	08/27/2012		M	197,656	09/13/2011 ⁽⁷⁾ 09/13/2017	197,656

NQ
OptionsOrdinary
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCZO STEPHEN J SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014	X		Chairman, President and CEO	

Signatures

/S/ Roberta S. Cohen for Stephen J.
Luczo

08/29/2012

__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 price reported in Column 4 is a weighted average price. These shares were sold in multiple transactions at sales prices ranging from \$33.75 to \$33.86, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote.

(2) Reflects a gift of 25,000 ordinary shares on August 15, 2012 and a gift of 25,000 shares on August 22, 2012 to the Fidelity Investments Charitable Gift Fund.

Options granted to the Reporting Person under the Issuer's 2004 Stock Compensation Plan are subject to a four-year vesting schedule.

(3) One quarter of the option shares vested on October 26, 2007. The remaining option shares vested proportionally annually thereafter on October 26.

Options granted to the Reporting Person under the Issuer's 2004 Stock Compensation Plan are subject to a four-year vesting schedule.

(4) One quarter of the option shares vested on October 15, 2008. The remaining option shares vest proportionally each month over the 36 months following October 15, 2008.

Options granted to the Reporting Person under the Issuer's 2004 Stock Compensation Plan are subject to a four-year vesting schedule.

(5) One quarter of the option shares vested on October 15, 2009. The remaining option shares vest proportionally each month over the 36 months following October 15, 2009.

Options granted to the Reporting Person under the Issuer's 2004 Stock Compensation Plan are subject to a four-year vesting schedule.

(6) One quarter of the option shares vested on January 12, 2010. The remaining option shares vest proportionally each month over the 36 months following January 12, 2010.

Options granted to the Reporting Person under the Issuer's 2001 Share Option Plan are subject to a four-year vesting schedule. One

(7) quarter of the option shares vested on September 13, 2011. The remaining option shares vest proportionally each month over the 36 months following September 13, 2011.

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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