

Eaton Corp plc
 Form 3
 November 05, 2013

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 * SEMELBERGER KEN D (Last) (First) (Middle) 1000 EATON BOULEVARD (Street) CLEVELAND, OH 44122 (City) (State) (Zip) | 2. Date of Event Requiring Statement (Month/Day/Year) 11/01/2013 | 3. Issuer Name and Ticker or Trading Symbol Eaton Corp plc [ETN] | 4. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) See Remarks below. | 5. If Amendment, Date Original Filed(Month/Day/Year) | 6. Individual or Joint/Group Filing(Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person |
|--|--|---|--|--|---|

Table I - Non-Derivative Securities Beneficially Owned

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|------------------------------------|--|---|--|
| Ordinary Shares | 69,689 ⁽¹⁾ | D | ^ |
| Ordinary Shares | 4,099.1484 ⁽²⁾ | I | by trustee of ESP |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative | 5. Ownership Form of Derivative Security: | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---|---|--|---|---|--|
|---|---|--|---|---|--|

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| | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | Security | Direct (D) or Indirect (I) (Instr. 5) | |
|------------------------|------------------|-----------------|-----------------|----------------------------|-----------|---------------------------------------|---|
| Restricted Stock Units | Â (3) | Â (3) | Ordinary Shares | 1,668 | \$ 0 (4) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Ordinary Shares | 2,255 | \$ 0 (4) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Ordinary Shares | 3,196 | \$ 0 (4) | D | Â |
| Restricted Stock Units | Â (3) | Â (3) | Ordinary Shares | 4,025 | \$ 0 (4) | D | Â |
| Stock Option | 02/27/2008(5) | 02/27/2017 | Ordinary Shares | 22,400 | \$ 40.405 | D | Â |
| Stock Option | 02/26/2009(5) | 02/26/2018 | Ordinary Shares | 18,000 | \$ 41.565 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| SEMELSBERGER KEN D 1000 EATON BOULEVARD CLEVELAND, OH 44122 | Â | Â | Â See Remarks below. | Â |

Signatures

/s/ Elizabeth K. Riotte, as
Attorney-in-Fact

11/05/2013

**Signature of Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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) Certain of these ordinary shares represent restricted shares issued under an Eaton Corporation plc stock plan and are subject to risk of forfeiture.
- (2) These ordinary shares are held in the Eaton Savings Plan.
- (3) These restricted stock units vest as follows: 33% of the total shares granted vest on the first and second anniversary of the date of the grant and the remaining 34% of the total shares granted vest on the third anniversary of the date of the grant.
- (4) Each restricted stock unit represents a contingent right to receive one common share of the issuer.
- (5) Thirty-three percent (33%) of these options become exercisable on the first and second anniversaries of the date granted and thirty-four percent (34%) on the third anniversary of the date granted.

Â

Remarks:

Senior Vice President and Controller of Eaton Corporation, a subsidiary of the Issuer.

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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