

Eaton Corp plc
 Form 3
 September 03, 2015

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 * | | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol | |
| Â Advaithi Revathi | | (Month/Day/Year) | Eaton Corp plc [ETN] | |
| (Last) | (First) | (Middle) | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year) |
| 1000 EATON BOULEVARD | | | (Check all applicable) | |
| (Street) | | | <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. | |
| CLEVELAND,Â OHÂ 44122 | | | 6. Individual or Joint/Group Filing(Check Applicable Line) | |
| (City) | (State) | (Zip) | <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 | 57,451 | D | Â |
| Ordinary Shares | 275.59 | I | by 401(k) Plan |

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 <u>(1)</u> | Â <u>(1)</u> | Ordinary Shares | 3,669 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Ordinary Shares | 2,737 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(3)</u> | Â <u>(3)</u> | Ordinary Shares | 754 | \$ 0 <u>(2)</u> | D | Â |
| Restricted Stock Units | Â <u>(4)</u> | Â <u>(4)</u> | Ordinary Shares | 5,990 | \$ 0 <u>(2)</u> | D | Â |
| Stock Option | Â <u>(5)</u> | 10/01/2018 | Ordinary Shares | 20,000 | \$ 27.29 | D | Â |
| Stock Option | Â <u>(6)</u> | 02/22/2021 | Ordinary Shares | 13,000 | \$ 53.71 | D | Â |
| Stock Option | Â <u>(7)</u> | 02/21/2022 | Ordinary Shares | 22,050 | \$ 51.94 | D | Â |
| Stock Option | Â <u>(8)</u> | 02/26/2023 | Ordinary Shares | 32,000 | \$ 59.56 | D | Â |
| Stock Option | Â <u>(9)</u> | 02/25/2024 | Ordinary Shares | 19,950 | \$ 75.36 | D | Â |
| Stock Option | Â <u>(10)</u> | 02/24/2025 | Ordinary Shares | 27,350 | \$ 71.72 | D | Â |

Reporting Owners

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

Signatures

/s/ Kathleen S. O'Connor, as
Attorney-in-Fact

09/03/2015

**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) Of these restricted stock units, 1,807 will vest on February 25, 2016, and 1,862 will vest on February 25, 2017.

(2) Each restricted stock unit represents a contingent right to receive one common share of the issuer.

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- (3) These restricted stock units will vest on February 26, 2016.
- (4) These restricted stock units were granted on February 24, 2015, and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
- (5) These options were granted on October 1, 2008, and became exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.
- (6) These options were granted on February 22, 2011, and became exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.
- (7) These options were granted on February 21, 2012, and became exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.
- (8) These options were granted on February 26, 2013, and 33% of these options became exercisable on the first and second anniversaries of the grant date. The remaining 34% of these options will become exercisable on the third anniversary of the grant date.
These options were granted on February 25, 2014, and 33% of these options became exercisable on the first anniversary of the grant date. The remaining options will become exercisable as follows: 33% on the second anniversary of the grant date and 34% of these options will become exercisable on the third anniversary of the grant date.
- (9) These options were granted on February 25, 2014, and 33% of these options became exercisable on the first anniversary of the grant date. The remaining options will become exercisable as follows: 33% on the second anniversary of the grant date and 34% of these options will become exercisable on the third anniversary of the grant date.
- (10) These options were granted on February 24, 2015, and will become exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.

Â

Remarks:

ChiefÂ OperatingÂ OfficerÂ -Â ElectricalÂ SectorÂ ofÂ EatonÂ Corporation,Â aÂ subsidiaryÂ ofÂ theÂ 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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