

Seagate Technology plc
Form 4
September 13, 2016

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 *
MacPherson Regan J

(Last) (First) (Middle)

10200 S DE ANZA BOULEVARD

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
09/09/2016

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP and General Counsel

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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	09/12/2016		F	916 ⁽¹⁾ D \$ 0	13,612 ⁽²⁾	D	
Ordinary Shares	09/09/2016		A ⁽³⁾	9,394 A \$ 0	19,793 ⁽²⁾	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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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
NQ Stock Options	\$ 36.09	09/09/2016		A		32,918		09/09/2017 ⁽⁴⁾	09/09/2023	Ordinary Shares	32,918
NQ Stock Options	\$ 36.54							03/21/2017	03/21/2023	Ordinary Shares	0

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MacPherson Regan J 10200 S DE ANZA BOULEVARD CUPERTINO, CA 95014	SVP and General Counsel

Signatures

/s/ Jordan E. Stuhlmüller by power of attorney 09/13/2016

**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) These Ordinary Shares are withheld securities to cover tax liabilities incident to the vesting of securities previously reported on one or more Forms 4 by the Reporting Person in accordance with Rule 16b-3.

(2) Includes 119 Ordinary Shares purchased by Reporting Person on July 29, 2016 under the Issuer's Employee Stock Purchase Plan. Such acquisition is exempt from reporting pursuant to Rule 16b-3 under the Securities Exchange Act of 1934.

(3) Consists of a grant of restricted stock units, of which 9,394 remain outstanding, awarded to the Reporting Person under the Seagate Technology plc 2012 Equity Incentive Plan (the "Plan"). The restricted stock units will be converted into ordinary shares on a one-for-one basis. Subject to the Reporting Person's continuous employment, such restricted stock units will be settled in ordinary shares in equal installments on each of the first four anniversaries of September 9, 2016.

(4) Options granted to the Reporting Person under the Issuer's 2012 Equity Incentive Plan are subject to a four year vesting schedule. Subject to continuous employment, one quarter of the option shares will vest on September 9, 2017. The remaining option shares will vest in equal monthly installments over the 36 months following September 9, 2017.

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- On a Form 4 filed on behalf of the Reporting Person on March 22, 2016, the number of derivative securities beneficially owned following
- (5) the transaction was inadvertently aggregated and multiple classes of options were reported in Column 9. The correct number of derivative securities is now listed for this class of option.

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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