

Eaton Corp plc  
Form 4  
February 24, 2015

# 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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
ARNOLD CRAIG

(Last) (First) (Middle)

1000 EATON BOULEVARD

(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)

02/21/2015

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 below) \_\_\_\_ Other (specify 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|-------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-----------------------------------------|
| Ordinary<br>Shares                    | 02/21/2015                              |                                                             | M                                       | Amount<br>(1)<br>4,055                                                  | (A)<br>or<br>(D)<br>A \$ 0                                                                                         | 165,469                                                              | D                                       |
| Ordinary<br>Shares                    | 02/21/2015                              |                                                             | F                                       | 1,333<br>(2)                                                            | D \$<br>71.95                                                                                                      | 164,136                                                              | D                                       |
| Ordinary<br>Shares                    | 02/22/2015                              |                                                             | M                                       | 2,750<br>(1)                                                            | A \$ 0                                                                                                             | 166,886                                                              | D                                       |
| Ordinary<br>Shares                    | 02/22/2015                              |                                                             | F                                       | 904 (2)                                                                 | D \$<br>71.95                                                                                                      | 165,982                                                              | D                                       |
| Ordinary<br>Shares                    | 02/22/2015                              |                                                             | F                                       | 531 (3)                                                                 | D \$<br>71.95                                                                                                      | 165,451                                                              | D                                       |

147.377 (4) I

by trustee  
of ESP

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

SEC 1474  
(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) | 8. Price or Value of Underlying Securities (Instr. 3 and 4) |                 |                            |    |
|--------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-----|---------------------------------------------------------------|-------------------------------------------------------------|-----------------|----------------------------|----|
|                                            |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D) | Date Exercisable                                              | Expiration Date                                             | Title           | Amount or Number of Shares |    |
| Restricted Stock Units                     | \$ 0                                                   | 02/21/2015                           |                                                    | M                              |                                                                                         | 4,055                                                    | (5) | (6)                                                           | (6)                                                         | Ordinary Shares | 4,055                      | \$ |
| Restricted Stock Units                     | \$ 0                                                   | 02/22/2015                           |                                                    | M                              |                                                                                         | 2,750                                                    | (5) | (6)                                                           | (6)                                                         | Ordinary Shares | 2,750                      | \$ |

## Reporting Owners

| Reporting Owner Name / Address                              | Relationships |           |                    |       |
|-------------------------------------------------------------|---------------|-----------|--------------------|-------|
|                                                             | Director      | 10% Owner | Officer            | Other |
| ARNOLD CRAIG<br>1000 EATON BOULEVARD<br>CLEVELAND, OH 44122 |               |           | See Remarks below. |       |

## Signatures

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

02/24/2015

**\*\*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 were acquired upon the vesting and settlement of certain restricted stock units.
- (2) These ordinary shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (3) These ordinary shares were delivered to the Issuer to pay for the applicable withholding tax due upon vesting of certain shares of restricted stock.
- (4) These ordinary shares are held in the Eaton Savings Plan.
- (5) These restricted stock units were surrendered in exchange for ordinary shares of the Issuer.
- (6) This field is not applicable.

### Remarks:

Vice Chairman and Chief Operating Officer - Industrial Sector 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.

Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.