SMITH GERALD B

Form 4

December 03, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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0.5

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if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue. See Instruction

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

1(b).

Shares

(Print or Type Responses)

1. Name and Address of Reporting Person * SMITH GERALD B			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer				
	Е	Eaton Corp plc [ETN]					(Check all applicable)					
(Last)	(First) (M	Middle) 3	. Date of	Earliest Tra	ansaction							
		(1	Month/Da	ay/Year)				_X_ Director	10%	6 Owner		
EATON CENTER 1111 SUPERIOR AVE.			11/30/2012					Officer (give below)	e titleOtho	er (specify		
	4	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check					
	F	Filed(Mon	th/Day/Year)	_		Applicable Line)						
CLEVELAN						_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person						
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	ecuritie	es Acq	quired, Disposed o	of, or Beneficial	lly Owned		
1.Title of	2. Transaction Date 2A. Dee		ed	3.	4. Securities Acquired			5. Amount of	6. Ownership	7. Nature of		
			on Date, if Transaction(A) or Disposed of				of	Securities	Indirect			
(Instr. 3) any		,		Code (D)				Beneficially	Beneficial			
		(Month/Day	y/Year)	(Instr. 8) (Instr. 3, 4 and 5)				Owned	` '	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)				
Ordinary	11/30/2012			A	10,671	A	<u>(1)</u>	10,671	D			

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

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

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date Exercisable	Expiration Date		umber		
								of			
				Code V	(A) (D)				hares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

SMITH GERALD B EATON CENTER 1111 SUPERIOR AVE. X CLEVELAND, OH 44114

Signatures

/s/ Elizabeth K. Riotte, as 12/03/2012 Attorney-in-Fact

> **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).

Represents shares of Eaton Corporation plc ("New Eaton") acquired in connection with New Eaton's acquisition of Cooper Industries plc ("Cooper") by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963 (the "Acquisition"), in

(1) exchange for ordinary shares of Cooper. The Acquisition was consummated simultaneous with and conditioned on the merger of a wholly-owned subsidiary of New Eaton with and into Eaton Corporation. At the effective time of the Acquisition, each Cooper ordinary share was cancelled and converted into the right to receive \$39.15 in cash and 0.77479 of a New Eaton ordinary share.

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.

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