

CHERUVATATH NANDAKUMAR

Form 4/A

March 16, 2018

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHERUVATATH NANDAKUMAR

2. Issuer Name **and** Ticker or Trading
 Symbol
Eaton Corp plc [ETN]

5. Relationship of Reporting Person(s) to
 Issuer

(Check all applicable)

(Last) (First) (Middle)

1000 EATON BLVD.

3. Date of Earliest Transaction
 (Month/Day/Year)
02/27/2018

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

See Remarks below.

(Street)

4. If Amendment, Date Original
 Filed(Month/Day/Year)
03/01/2018

CLEVELAND, OH 44122

6. Individual or Joint/Group Filing(Check
 Applicable Line)
☒ Form filed by One Reporting Person
☐ Form filed by More than One Reporting
 Person

(City) (State) (Zip)

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	02/27/2018		A	401 (1)	\$ 0 15,644	D	
Ordinary Shares					1,422.134 (2)	I	by trustee of ESP

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

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SEC 1474
 (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
Restricted Stock Units	\$ 0	02/27/2018		A		2,410		<u>(3)</u>	<u>(4)</u>	Ordinary Shares	2,410
Stock Option	\$ 81.96	02/27/2018		A		11,600		02/27/2019 <u>(5)</u>	02/27/2028	Ordinary Shares	11,600

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
CHERUVATATH NANDAKUMAR 1000 EATON BLVD. CLEVELAND, OH 44122	See Remarks below.

Signatures

/s/ Lizbeth L. Wright, as
Attorney-in-Fact
03/16/2018

**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 shares were acquired upon the vesting of performance share awards. The amount has been revised to show the proper amount awarded.
- (2) These ordinary shares are held in the Eaton Savings Plan.
- (3) These restricted stock units were granted on February 27, 2018 and vest as follows: 33% on the first and second anniversary of the grant date and the remaining 34% on the third anniversary of the grant date.
- (4) This field is not applicable.
- (5) These stock options become exercisable 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.

Remarks:

President - Aerospace Group of Eaton Corporation, a subsidiary of the Issuer

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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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