

HUTCHINS CURTIS J

Form 4

February 11, 2019

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 *
HUTCHINS CURTIS J

(Last) (First) (Middle)

1000 EATON BLVD.

(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)

02/07/2019

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)

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 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	02/07/2019		S	9,025 D	\$ 75.94 15,872	D	
Ordinary Shares	02/07/2019		M	1,925 A	\$ 51.94 17,797	D	
Ordinary Shares	02/07/2019		S	1,925 D	\$ 76.1 15,872	D	
Ordinary Shares	02/07/2019		M	13,075 A	\$ 51.94 28,947	D	
Ordinary Shares	02/07/2019		S	13,075 D	\$ 76.07 15,872	D	

(1)

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Ordinary Shares	02/07/2019	M	1,678	A	\$ 59.56	17,550	D
Ordinary Shares	02/07/2019	S	1,678	D	\$ 76.11	15,872	D
Ordinary Shares	02/07/2019	M	11,922	A	\$ 59.56	27,794	D
Ordinary Shares	02/07/2019	S	11,922	D	\$ 76.01 (1)	15,872	D

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 51.94	02/07/2019		M	1,925	02/21/2013(2) 02/21/2022	Ordinary Shares 1,925
Stock Option	\$ 51.94	02/07/2019		M	13,075	02/21/2013(2) 02/21/2022	Ordinary Shares 13,075
Stock Option	\$ 59.56	02/07/2019		M	1,678	02/26/2014(3) 02/26/2023	Ordinary Shares 1,678
Stock Option	\$ 59.56	02/07/2019		M	11,922	02/26/2014(3) 02/26/2023	Ordinary Shares 11,922

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
HUTCHINS CURTIS J 1000 EATON BLVD.	See Remarks below

CLEVELAND, OH 44122

Signatures

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

02/08/2019

__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).
Price reported constitutes the average weighted price of shares sold. The reporting person hereby undertakes, upon request of the
(1) Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
(2) These options were granted on February 21, 2012, and are fully vested and exercisable.
(3) These options were granted on February 26, 2013, and are fully vested and exercisable.

Remarks:

President - Hydraulics Group 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.
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