

CHERUVATATH NANDAKUMAR

Form 4

February 25, 2019

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)

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

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

1000 EATON BLVD.

02/21/2019

See Remarks below.

(Street)

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

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

CLEVELAND, OH 44122

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Ordinary Shares	02/21/2019		M	809	A \$ 0	16,009 ⁽¹⁾	D
Ordinary Shares	02/21/2019		F	323	D \$ 79.48	15,686	D
Ordinary Shares	02/22/2019		M	1,141	A \$ 0	16,827	D
Ordinary Shares	02/22/2019		F	388	D \$ 80.31	16,439	D
Ordinary Shares	02/22/2019		M	4,305	A \$ 0	20,744	D

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Ordinary Shares	02/22/2019	F	1,489	D	\$ 80.31	19,255	D	
Ordinary Shares						1,742.37	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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(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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽²⁾	02/21/2019		M	809	02/21/2018 ⁽³⁾	⁽⁴⁾	Ordinary Shares	809
Restricted Stock Units	\$ 0 ⁽²⁾	02/22/2019		M	1,141	02/23/2017 ⁽⁵⁾	⁽⁴⁾	Ordinary Shares	1,141
Restricted Stock Units	\$ 0 ⁽²⁾	02/22/2019		M	4,305	02/23/2019 ⁽⁶⁾	⁽⁴⁾	Ordinary Shares	4,305

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/ Lizabeth L. Wright, as
Attorney-in-Fact

02/19/2019

__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).
- (1) Shares have been adjusted to account for reinvested dividends.
- (2) Each restricted stock unit represents a contingent right to receive one common share of the issuer.
- (3) These restricted stock units were granted on February 21, 2017 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 restricted stock units were granted on February 23, 2016 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.
- (6) These restricted stock units vest on the third anniversary of the grant date.

Remarks:

President - Aerospace 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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