

Eaton Corp plc  
 Form 3  
 September 03, 2015

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name <b>and</b> Ticker or Trading Symbol	
Â Yadav Uday		(Month/Day/Year)	Eaton Corp plc [ETN]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1000 EATON BOULEVARD			(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
CLEVELAND,Â OHÂ 44122			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below) (specify below)	
			See Remarks below.	
6. Individual or Joint/Group Filing(Check Applicable Line)				
<input checked="" type="checkbox"/> Form filed by One Reporting Person				
<input type="checkbox"/> Form filed by More than One Reporting Person				

**Table I - Non-Derivative Securities Beneficially Owned**

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Ordinary Shares	27,637	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

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**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of	

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				Shares		(I) (Instr. 5)	
Restricted Stock Units	Â (1)	Â (1)	Ordinary Shares	1,165	\$ 0 (2)	D	Â
Restricted Stock Units	Â (3)	Â (3)	Ordinary Shares	1,562	\$ 0 (2)	D	Â
Restricted Stock Units	Â (4)	Â (4)	Ordinary Shares	2,545	\$ 0 (2)	D	Â
Stock Option	Â (5)	02/27/2017	Ordinary Shares	3,051	\$ 40.405	D	Â
Stock Option	Â (6)	02/26/2018	Ordinary Shares	8,200	\$ 41.565	D	Â
Stock Option	Â (7)	02/22/2021	Ordinary Shares	7,000	\$ 53.71	D	Â
Stock Option	Â (8)	02/21/2022	Ordinary Shares	7,950	\$ 51.94	D	Â
Stock Option	Â (9)	02/26/2023	Ordinary Shares	13,600	\$ 59.56	D	Â
Stock Option	Â (10)	02/25/2024	Ordinary Shares	8,500	\$ 75.36	D	Â
Stock Option	Â (11)	02/24/2025	Ordinary Shares	11,650	\$ 71.72	D	Â

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Yadav Uday 1000 EATON BOULEVARD CLEVELAND, OH 44122	Â	Â	Â See Remarks below.	Â

## Signatures

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

09/03/2015

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock units will vest on February 26, 2016.
- (2) Each restricted stock unit represents a contingent right to receive one common share of the issuer.
- (3) Of these restricted stock units, 769 will vest on February 25, 2016, and 769 will vest on February 25, 2017.
- (4)

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These restricted stock units were granted on February 24, 2015, and vest 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.

- (5) These options were granted on February 27, 2007. Of these options, 2,639 became exercisable on the first anniversary of the grant date, 166 became exercisable on the second anniversary of the grant date, and 246 became exercisable on the third anniversary of the grant date.
- (6) These options were granted on February 26, 2008, and became exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.
- (7) These options were granted on February 22, 2011, and became exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.
- (8) These options were granted on February 21, 2012, and became exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.
- (9) These options were granted on February 26, 2013, and 33% of these options became exercisable on the first and second anniversaries of the grant date. The remaining 34% of these options will become exercisable on the third anniversary of the grant date.
- (10) These options were granted on February 25, 2014, and 33% of these options became exercisable on the first anniversary of the grant date. The remaining options will become exercisable as follows: 33% on the second anniversary of the grant date and 34% of these options will become exercisable on the third anniversary of the grant date.
- (11) These options were granted on February 24, 2015, and will become exercisable as follows: 33% on the first and second anniversaries of the grant date and the remaining 34% on the third anniversary of the grant date.

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### Remarks:

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.

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