Monesmith Heath B. Form 4/A March 16, 2018

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB

Expires:

Check this box if no longer subject to

Washington, D.C. 20549

3235-0287 Number: January 31,

OMB APPROVAL

Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

2005 Estimated average burden hours per response... 0.5

Form 5 obligations 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).

(Print or Type Responses)

	•								
1. Name and Address of Reporting Person * Monesmith Heath B.		Symbol	Name and	Ticker or Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last)	(First) (Middle)	3. Date of Earliest Transaction						
1000 EATON BLVD.			(Month/D 02/27/20	•		X_ Officer (gibelow)	ive title 0th below) e Remarks below	ner (specify	
(Street) CLEVELAND, OH 44122			4. If Amendment, Date Original			6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year) 03/01/2018			Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CLEVELAN	ND, OII 44122					Person			
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative Securities A	cquired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security	2. Transaction Da (Month/Day/Year		emed on Date, if	3. Transacti	4. Securities on Acquired (A) or	5. Amount of Securities	6. Ownership Form: Direct	7. Nature o Indirect	

1.Title of	2. Transaction Date	2A. Deemed	3.	4. Securities	5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if	TransactionAcquired (A) or		Securities	Form: Direct	Indirect
(Instr 3)		anv	Code	Disposed of (D)	Beneficially	(D) or	Beneficial

(Month/Day/Year) (Instr. 8) (Instr. 3, 4 and 5) Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported (A)

Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price

Ordinary 457 (1) A 02/27/2018 A \$0 23,844 D **Shares**

Ordinary by trustee 3,006.441 (2) **Shares** of ESP

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.

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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 orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securition
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Sha
Restricted Stock Units	\$ 0	02/27/2018		A	3,610	<u>(3)</u>	<u>(4)</u>	Ordinary Shares	3,61
Stock Option	\$ 81.96	02/27/2018		A	17,400	02/27/2019(5)	02/27/2028	Ordinary Shares	17,40

Reporting Owners

Reporting Owner Name / Address			Relationships	
	ъ.	1000	O.CC.	

Director 10% Owner Officer Other

Monesmith Heath B. 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:

Executive Vice President, General Counsel and Secretary of Eaton Corporation, a subsidiary of the Issuer

Reporting Owners 2

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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. 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.