

Eaton Corp plc
Form 4
December 03, 2012

FORM 4

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

OMB APPROVAL

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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 *
CRITELLI MICHAEL J

(Last) (First) (Middle)

EATON CENTER, 1111 SUPERIOR AVE.

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing (Check Applicable Line)

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 (Instr. 4)
				(A) or (D)	Price		
Ordinary Shares	11/30/2012		A	91,158	A 11 91,158	D	

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. F... Der... Sec... (Ins...
Stock Option	\$ 33.015	11/30/2012		A	7,408	<u>(2)</u> 01/25/2015	Ordinary Shares	7,408
Stock Option	\$ 33.195	11/30/2012		A	7,296	<u>(3)</u> 01/24/2016	Ordinary Shares	7,296
Stock Option	\$ 37.505	11/30/2012		A	6,504	<u>(4)</u> 01/23/2017	Ordinary Shares	6,504
Stock Option	\$ 37.21	11/30/2012		A	6,450	<u>(5)</u> 01/22/2018	Ordinary Shares	6,450

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRITELLI MICHAEL J EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114	X			

Signatures

/s/ Elizabeth K. Riotte, as
Attorney-in-Fact

12/03/2012

**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) Represents shares of Eaton Corporation plc ("New Eaton") acquired in connection with the merger of a wholly-owned subsidiary of New Eaton with and into Eaton Corporation ("Eaton"), with Eaton surviving the merger as a wholly-owned subsidiary of New Eaton (the "Merger"), in exchange for common shares of Eaton. The Merger was consummated simultaneous with and conditioned on New Eaton's acquisition of Cooper Industries plc by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Eaton common share was cancelled and converted into the right to receive one New Eaton ordinary share.

(2) This option to purchase 7,408 New Eaton ordinary shares for \$33.015 per share, which is fully vested, was received in exchange for an option to purchase 7,408 Eaton common shares for \$33.015 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

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(3) This option to purchase 7,296 New Eaton ordinary shares for \$33.195 per share, which is fully vested, was received in exchange for an option to purchase 7,296 Eaton common shares for \$33.195 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(4) This option to purchase 6,504 New Eaton ordinary shares for \$37.505 per share, which is fully vested, was received in exchange for an option to purchase 6,504 Eaton common shares for \$37.505 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(5) This option to purchase 6,450 New Eaton ordinary shares for \$37.21 per share, which is fully vested, was received in exchange for an option to purchase 6,450 Eaton common shares for \$37.21 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

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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