

Moran Thomas E.
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 *
Moran Thomas E.

(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)

SVP and Secretary

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)	
			Code	V	Amount	(A) or (D)	Price	
Ordinary Shares	11/30/2012		A		9,797	A	Ⓣ 9,797	D
Ordinary Shares	11/30/2012		A		600	A	Ⓣ 600	I By spouse
Ordinary Shares	11/30/2012		A		157.493	A	Ⓣ 157.493	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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number.

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	11/30/2012		A	366	<u>(2)</u>	<u>(2)</u>	Ordinary Shares	366
Restricted Stock Units	\$ 0	11/30/2012		A	743	<u>(3)</u>	<u>(3)</u>	Ordinary Shares	743
Restricted Stock Units	\$ 0	11/30/2012		A	1,045	<u>(4)</u>	<u>(4)</u>	Ordinary Shares	1,045
Restricted Stock Units	\$ 0	11/30/2012		A	1,900	<u>(5)</u>	<u>(5)</u>	Ordinary Shares	1,900
Stock Option	\$ 51.94	11/30/2012		A	3,900	<u>(6)</u>	02/21/2022	Ordinary Shares	3,900
Stock Option	\$ 53.71	11/30/2012		A	3,870	<u>(7)</u>	02/22/2021	Ordinary Shares	3,870
Stock Option	\$ 27.29	11/30/2012		A	5,000	<u>(8)</u>	10/01/2018	Ordinary Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Moran Thomas E. EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114			SVP and Secretary	

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) These restricted stock units, which vest on February 24, 2013, were received exchange for 366 Eaton restricted stock units. The New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.

(3) These restricted stock units, which vest in three equal annual installments beginning on February 22, 2013, were received in the Merger in exchange for 743 Eaton restricted stock units. These New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.

(4) These restricted stock units, which vest in three equal annual installments beginning on February 21, 2013, were received in the Merger in exchange for 1,045 Eaton restricted stock units. These New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.

(5) These restricted stock units, which vest in two equal annual installments beginning on February 23, 2013, were received in the Merger in exchange for 1,900 Eaton restricted stock units. These New Eaton restricted stock units have the same terms and conditions as the original Eaton restricted stock units.

(6) This option to purchase 3,900 New Eaton ordinary shares for \$51.94 per share, which vests in three equal annual installments beginning on February 21, 2013, was received in the Merger in exchange for an option to purchase 3,900 Eaton common shares for \$51.94 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(7) This option to purchase 3,870 New Eaton ordinary shares for \$53.71 per share, which vests in two equal annual installments beginning on February 22, 2013, was received in the Merger in exchange for an option to purchase 3,870 Eaton common shares for \$53.71 per share. This New Eaton stock option has the same terms and conditions as the original Eaton stock option.

(8) This option to purchase 5,000 New Eaton ordinary shares for \$27.29 per share, which is fully vested, was received in the Merger in exchange for an option to purchase 5,000 Eaton common shares for \$27.29 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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