

Stauch John L
Form 4
January 04, 2019

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
Stauch John L

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE
800

(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

PENTAIR plc [PNR]

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

01/02/2019

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

Executive Vice President, CFO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Indirect Beneficial Ownership (Instr. 4)
Common Shares - Restricted Stock Units	01/02/2019		A ⁽¹⁾	27,800 A \$ 0	85,468.648 (2) (3)	D	
Common Shares	01/02/2019		F ⁽⁴⁾	8,174 D \$ 37.77	17,981 (2)	D	
Common Shares	01/03/2019		F ⁽⁴⁾	1,902 D \$ 36.64	20,249 (2)	D	
Common Shares - Deferral					49,252.109 (5) (3)	I	Plan Agent

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Plan

Common
Shares -
ESOP

857.79 ⁽³⁾

I

By ESOP

Common
Shares -
ESPP

210.723 ⁽⁶⁾

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)

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 37.77	01/02/2019		A ⁽⁷⁾		122,549		⁽⁸⁾	01/02/2029	Common Shares	122,54

Reporting Owners

Reporting Owner Name / Address	Relationships
Stauch John L 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416	Director 10% Owner Officer Other Executive Vice President, CFO

Signatures

/s/ John K. Wilson, Attorney-in-Fact for John L.
Stauch

01/04/2019

 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) Restricted stock units granted pursuant to and subject to a vesting condition of the Pentair 2012 Stock and Incentive Plan. Each restricted stock unit represents the right to receive one Pentair plc share upon vesting.
- (2) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.
- (3) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (4) Shares surrendered to pay taxes applicable to vesting of restricted stock units.
- (5) Shares of Pentair Ltd. common shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (6) End-of-period holdings include monthly purchase(s) under the Pentair plc Employee Stock Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c); and shares acquired pursuant to a dividend reinvestment feature of the ESPP.
- (7) Employee stock option granted under the Pentair plc 2012 Stock and Incentive Plan.
- (8) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

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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