

Faria Joao V
Form 3/A
June 19, 2018

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 and Ticker or Trading Symbol | |
| Â Faria Joao V | | (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) |
| | | 05/01/2017 | | 01/17/2018 |
| 1000 EATON BLVD. | | | (Check all applicable) | 6. Individual or Joint/Group Filing(Check Applicable Line) |
| (Street) | | | <input type="checkbox"/> Director <input type="checkbox"/> 10% Owner | <input checked="" type="checkbox"/> Form filed by One Reporting Person |
| | | | <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other | <input type="checkbox"/> Form filed by More than One Reporting Person |
| CLEVELAND,Â OHÂ 44122 | | | (give title below) (specify below) | |
| (City) | (State) | (Zip) | See Remarks below. | |

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 | 50,283 ⁽¹⁾ | 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 | 02/24/2016 ⁽²⁾ | Â ⁽³⁾ | Ordinary Shares | 606 | \$ 0 ⁽⁴⁾ | D | Â |
| Restricted Stock Units | 02/23/2017 ⁽⁵⁾ | Â ⁽³⁾ | Ordinary Shares | 1,572 | \$ 0 ⁽⁴⁾ | D | Â |
| Restricted Stock Units | 06/15/2017 ⁽⁶⁾ | Â ⁽³⁾ | Ordinary Shares | 3,465 | \$ 0 ⁽⁴⁾ | D | Â |
| Restricted Stock Units | 02/21/2018 ⁽⁷⁾ | Â ⁽³⁾ | Ordinary Shares | 1,715 | \$ 0 ⁽⁴⁾ | D | Â |
| Restricted Stock Units | 02/23/2019 ⁽⁸⁾ | Â ⁽³⁾ | Ordinary Shares | 5,860 | \$ 0 ⁽⁴⁾ | D | Â |
| Stock Option | 02/25/2015 ⁽⁹⁾ | 02/25/2024 | Ordinary Shares | 6,000 | \$ 75.36 | D | Â |
| Stock Option | 02/24/2016 ⁽¹⁰⁾ | 02/24/2025 | Ordinary Shares | 8,150 | \$ 71.72 | D | Â |
| Stock Option | 02/23/2017 ⁽¹¹⁾ | 02/23/2026 | Ordinary Shares | 8,476 ⁽¹²⁾ | \$ 56.55 | D | Â |
| Stock Option | 02/21/2018 ⁽¹³⁾ | 02/21/2027 | Ordinary Shares | 8,600 | \$ 71.89 | D | Â |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Faria Joao V 1000 EATON BLVD. CLEVELAND, OH 44122 | Â | Â | Â See Remarks below. | Â |

Signatures

/s/ Lizbeth L. Wright, as
Attorney-in-Fact

06/19/2018

**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) Includes 3,465 additional shares subject to a restricted share award that were inadvertently omitted from the reporting person's original Form 3.
- (2) These restricted stock units were granted on February 24, 2015 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.
- (3) This field is not applicable.
- (4) Each restricted stock unit represents a contingent right to receive one common share of the issuer.

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- (5) These restricted stock units were granted on February 23, 2016 and vest 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.
- (6) These restricted stock units were granted on June 15, 2015 and vest as follows: 30% on the second and third anniversaries of the grant date and 40% on the fourth anniversary of the grant date.
- (7) These restricted stock units were granted on February 21, 2017 and vest 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 restricted stock units vest on the third anniversary of the grant date.
- (9) These options were granted on February 25, 2014, and are fully vested and exercisable.
- (10) These options were granted on February 24, 2015, and are exercisable as follows: 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.
- (11) These options were granted on February 23, 2016, and are exercisable as follows: 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.
- (12) This amount has been updated to reflect options unexercised and unvested.
- (13) These options were granted on February 21, 2017, and are exercisable as follows: 33% on the first and second anniversaries of the grant date and 34% on the third anniversary of the grant date.

Â

Remarks:

President-VehicleÂ GroupÂ ofÂ EatonÂ Corporation,Â aÂ subsidiaryÂ ofÂ theÂ 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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