

PENTAIR plc  
Form 4/A  
January 09, 2015

**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 \*  
**HOGAN RANDALL J**

(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)

**01/02/2015**

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

**01/06/2015**

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

Chairman & Chief Exec. Officer

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Shares - Restricted Stock Units	01/02/2015		A <sup>(1)</sup>		46,991	A \$ 0	295,778 <sup>(2)</sup> <sup>(3)</sup> D
Common Shares	01/02/2015		F <sup>(4)</sup>		3,156 <sup>(5)</sup>	D \$ 66.68	55,559 <sup>(2)</sup> <sup>(5)</sup> D
Common Shares	01/03/2015		F <sup>(4)</sup>		21,336 <sup>(6)</sup>	D \$ 63.96	83,494 <sup>(2)</sup> <sup>(6)</sup> D

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

**Persons who respond to the collection of  
information contained in this form are not**

SEC 1474  
(9-02)

required to respond unless the form displays a currently valid OMB control 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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 10)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN RANDALL J 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416	X		Chairman & Chief Exec. Officer	

## Signatures

/s/ John K. Wilson, Attorney-in-Fact for Randall J. Hogan 01/09/2015

\_\_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 plc 2012 Stock and Incentive Plan. Each restricted stock unit represents a right to receive one share of Pentair plc common shares upon vesting.
- (2) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.
- (3) The Form 4 filed on January 6, 2015, reported that the reporting person held 294,553 shares following the reported transaction. This amended Form 4 is being filed to report that the reporting person actually held 295,778 shares following the transaction.
- (4) Shares surrendered to pay taxes applicable to vesting of restricted stock units.  
The Form 4 filed on January 6, 2015 reported 3,400 shares were surrendered to pay taxes applicable to the vesting of restricted stock
- (5) units. This amended Form 4 is being filed to report that 3,156 shares were actually surrendered for the payment of this tax liability and to correct the number of shares beneficially owned following the reported transaction.
- (6)

## Edgar Filing: PENTAIR plc - Form 4/A

The Form 4 filed on January 6, 2015 reported 19,209 shares were surrendered to pay taxes applicable to the vesting of restricted stock units. This amended Form 4 is being filed to report that 21,336 shares were actually surrendered for the payment of this tax liability and to correct the number of shares beneficially owned following the reported transaction.

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.