

Eaton Corp plc
Form 3/A
March 28, 2017

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)

<p>1. Name and Address of Reporting Person *</p> <p>Monesmith Heath B.</p> <p>(Last) (First) (Middle)</p> <p>1000 EATON BLVD.</p> <p>(Street)</p> <p>CLEVELAND, OH 44122</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>03/01/2017</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>Eaton Corp plc [ETN]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other</p> <p>(give title below) (specify below)</p> <p>See Remarks below</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p> <p>03/08/2017</p> <p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/> Form filed by More than One Reporting Person</p>
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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	25,564	D	^
Ordinary Shares	2,922.71 ⁽¹⁾	I	by trustee of ESP

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	5. Ownership Form of Derivative Security:	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Security	Direct (D) or Indirect (I) (Instr. 5)	
Restricted Stock Units	Â <u>(2)</u>	Â <u>(3)</u>	Ordinary Shares	375	\$ 0	D	Â
Restricted Stock Units	02/24/2016 ⁽⁴⁾	Â <u>(3)</u>	Ordinary Shares	949	\$ 0	D	Â
Restricted Stock Units	02/23/2017 ⁽⁵⁾	Â <u>(3)</u>	Ordinary Shares	3,304	\$ 0	D	Â
Restricted Stock Units	02/21/2018 ⁽⁶⁾	Â <u>(3)</u>	Ordinary Shares	3,425	\$ 0	D	Â
Restricted Stock Units	02/23/2019 ⁽⁷⁾	Â <u>(3)</u>	Ordinary Shares	4,580	\$ 0	D	Â
Stock Option	02/21/2018 ⁽⁸⁾	02/21/2027	Ordinary Shares	17,200	\$ 71.89	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Monesmith Heath B. 1000 EATON BLVD. CLEVELAND, OH 44122	Â	Â	Â See Remarks below	Â

Signatures

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

03/28/2017

**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) These ordinary shares are held in the Eaton Savings Plan.
- (2) These restricted stock units were granted on February 24, 2015 and vest as follows: 25% on the first and second anniversary of the date of the grant and the remaining 50% on the third anniversary of the date of the grant.
- (3) This field is not applicable.
- (4) These restricted stock units were awarded February 24, 2015 and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
- (5) These restricted stock units were awarded February 23, 2016 and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
- (6) These restricted stock units were awarded February 21, 2017 and vest as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.
- (7) These restricted stock units vest on the third anniversary of the grant date.
- (8)

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These stock options become exercisable as follows: 33% on the first and second anniversary of the date of the grant and the remaining 34% on the third anniversary of the date of the grant.

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Remarks:

Executive Vice President, General Counsel and Secretary of Eaton Corporation, a subsidiary of the IS
On 3/28/2017, the Form is being amended only to attach the power of attorney, which was inadve

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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