

PENTAIR plc
Form 4
February 19, 2016

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
GARDEN EDWARD P

(Last) (First) (Middle)
280 PARK AVENUE, 41ST FLOOR

(Street)

NEW YORK, NY 10017

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PENTAIR plc [PNR]

3. Date of Earliest Transaction
(Month/Day/Year)
02/17/2016

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)

Please see remarks below

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	02/17/2016		P		80,041	A	\$ 47.2633 (1)
							13,761,918
Ordinary Shares	02/17/2016		P		49,959	A	\$ 47.5076 (4)
							13,811,877
Ordinary Shares	02/18/2016		P		110,473	A	\$ 47.8082 (5)
							13,922,350
Ordinary Shares	02/18/2016		P		87,226	A	\$ 48.2291
							14,009,576

Please see explanation below (2) (3)

Please see explanation below (2) (3)

Please see explanation below (2) (3)

Please see explanation

Ordinary Shares	02/19/2016	P	326,312	A	(6)	14,335,888	I	below (2) (3)
					\$			Please see
					(7)			explanation below (2) (3)

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 required to respond unless the form displays a currently valid OMB control number.

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(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)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
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Amount
or
Number
of
Shares

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GARDEN EDWARD P 280 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10017				Please see remarks below
TRIAN FUND MANAGEMENT, L.P. 280 PARK AVENUE, 41ST FLOOR NEW YORK, NY 10017				Please see remarks below

Signatures

Daniel R. Marx, Attorney-In-Fact for Edward P. Garden	02/19/2016
**Signature of Reporting Person	Date
Daniel R. Marx, Attorney-In-Fact for Edward P. Garden, member of the general partner of Trian Fund Management, L.P.	02/19/2016
**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) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$46.46 to \$47.46. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- Triam Fund Management, L.P. ("Triam Management") serves as the management company for Triam Partners, L.P., Triam Partners Master Fund, L.P., Triam Partners Master Fund (ERISA), L.P., Triam Partners Parallel Fund I, L.P., Triam Partners Strategic Investment Fund II, L.P., Triam Partners Strategic Investment Fund-A, L.P., Triam Partners Strategic Investment Fund-N, L.P., Triam Partners Strategic Investment Fund-D, L.P., Triam Partners Fund (Sub)-G, L.P., Triam Partners Strategic Fund-G II, L.P., Triam Partners Strategic Fund-G III, L.P. and Triam Partners Strategic Fund-K, L.P. (collectively, the "Triam Entities")
- (3) (FN 2, contd.) and as such determines the investment and voting decisions of the Triam Entities with respect to the shares of the Issuer held by them. Mr. Garden is a member of Triam Fund Management GP, LLC, which is the general partner of Triam Management, and therefore is in a position to determine the investment and voting decisions made by Triam Management on behalf of the Triam Entities. Accordingly, Mr. Garden and Triam Management may be deemed to indirectly beneficially own (as that term is defined in Rule 13d-3 under the Securities Exchange Act of 1934) the shares beneficially owned by the Triam Entities. The Reporting Persons disclaim beneficial ownership of such shares except to the extent of their respective pecuniary interests therein and this report shall not be deemed an admission that the Reporting Persons are the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (4) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$47.465 to \$47.58. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (5) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$47.39 to \$48.03. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (6) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$48.04 to \$48.47. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.
- (7) The price shown in Column 4 is a weighted average purchase price. The price range for the purchases is \$47.68 to \$48.30. The Reporting Persons undertake to provide upon request by the staff of the Securities and Exchange Commission, the Issuer or a security holder of the Issuer, full information regarding the number of shares purchased at each separate price.

Remarks:

Commencing on September 21, 2015, Mr. Garden has the right to attend, and participate in, all meetings of the Board of Directors and other parties thereto that is included as Exhibit 2 to the Schedule 13D/A filed by Triam Fund Management, L.P. with the Securities and Exchange Commission on September 8, 2015.

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.