

Eaton Corp plc
Form 4
December 12, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
LAUTENBACH NED C

(Last) (First) (Middle)

EATON CENTER, 1111 SUPERIOR AVENUE

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
Eaton Corp plc [ETN]

3. Date of Earliest Transaction (Month/Day/Year)
12/11/2012

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)

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)
				(A) or (D)	Price		
Ordinary Shares	12/11/2012		M	7,296	A \$ 33.195	69,292	D
Ordinary Shares	12/11/2012		S	7,296	D \$ 52.57 (1)	61,996	D
Ordinary Shares	12/11/2012		M	6,504	A \$ 37.505	68,500	D
Ordinary Shares	12/11/2012		S	6,504	D \$ 52.58 (2)	61,996	D
Ordinary Shares	12/11/2012		M	6,450	A \$ 37.21	68,446	D

Edgar Filing: Eaton Corp plc - Form 4

Ordinary Shares	12/11/2012	S	6,450	D	\$ 52.61 (3)	61,996	D
Ordinary Shares	12/11/2012	M	12,912	A	\$ 18.64	74,908	D
Ordinary Shares	12/11/2012	S	7,310	D	\$ 52.54 (4)	67,598	D
Ordinary Shares	12/11/2012	M	7,732	A	\$ 30.735	75,330	D
Ordinary Shares	12/11/2012	M	7,408	A	\$ 33.015	82,738	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 required to respond unless the form displays a currently valid OMB control number.

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 or Number of Shares
Stock Option	\$ 37.21	12/11/2012		M	6,450	07/22/2008	01/22/2018	Ordinary Shares	6,450
Stock Option	\$ 37.505	12/11/2012		M	6,504	07/23/2007	01/23/2017	Ordinary Shares	6,504
Stock Option	\$ 33.195	12/11/2012		M	7,296	07/24/2006	01/24/2016	Ordinary Shares	7,296
Stock Option	\$ 33.015	12/11/2012		M	7,408	01/25/2006	01/25/2015	Ordinary Shares	7,408
Stock Option	\$ 30.735	12/11/2012		M	7,732	01/27/2005	01/27/2014	Ordinary Shares	7,732
Stock Option	\$ 18.64	12/11/2012		M	12,912	07/21/2003	01/21/2013	Ordinary Shares	12,912

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LAUTENBACH NED C EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	X			

Signatures

/s/Elizabeth K. Riotte, as Attorney-in-Fact	12/12/2012
**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).

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$52.52 - \$52.63.
 (1) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$52.51 - \$52.64.
 (2) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$52.57 - \$52.64.
 (3) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$52.50 - \$52.58.
 (4) The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.

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.