

GROSS THOMAS
Form 4
February 19, 2013

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 *
GROSS THOMAS

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1000 EATON BOULEVARD

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2013

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

See Remarks below.

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND, OH 44122

(City) (State) (Zip)

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 or Price		
Ordinary Shares	02/14/2013		M		2,486 A \$ 40.405	45,312.2	D
Ordinary Shares	02/14/2013		M		2,914 A \$ 34.31	48,226.2	D
Ordinary Shares	02/14/2013		M		2,405 A \$ 41.565	50,631.2	D
Ordinary Shares	02/14/2013		M		1,861 A \$ 53.71	52,492.2	D
Ordinary Shares	02/14/2013		M		56,000 A \$ 29.535	108,492.2	D

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Ordinary Shares	02/14/2013	S	56,000	D	\$ 61.11 <u>(1)</u>	52,492.2	D	
Ordinary Shares						4,170.056 <u>(2)</u>	I	by trustee of ESP

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

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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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	
Stock Option	\$ 40.405	02/14/2013		M	2,486	02/27/2008	02/27/2017	Ordinary Shares	2,486
Stock Option	\$ 34.31	02/14/2013		M	2,914	02/21/2007	02/21/2016	Ordinary Shares	2,194
Stock Option	\$ 29.535	02/14/2013		M	56,000	02/24/2005	02/24/2014	Ordinary Shares	56,000
Stock Option	\$ 41.565	02/14/2013		M	2,405	02/26/2009	02/26/2018	Ordinary Shares	2,405
Stock Option	\$ 53.71	02/14/2013		M	1,861	02/22/2012	02/22/2021	Ordinary Shares	1,861

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

GROSS THOMAS
1000 EATON BOULEVARD
CLEVELAND, OH 44122

See Remarks below.

Signatures

/s/Elizabeth K. Riotte, as
Attorney-in-Fact

02/19/2013

__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 \$60.985 - \$61.21.

- (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.
- (2) These shares are held in the Eaton Savings Plan.

Remarks:

Vice Chairman and Chief Operating Officer-Electrical Sector of Eaton Corporation, a subsidiary of the 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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