

Eubanks Richard M.
Form 4
December 04, 2012

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 *
Eubanks Richard M.

2. Issuer Name and Ticker or Trading Symbol
Cooper Industries plc [CBE]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
1121 HIGHWAY 74 SO.

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/30/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
President, Cooper Lighting

PEACHTREE CITY, GA 30269

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

(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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Ordinary Shares | | | | | 0 ⁽¹⁾ ₍₉₎ | I | 401-K Plan Trustee |
| Ordinary Shares | 11/30/2012 | | D | 1,016 D ⁽²⁾ ₍₉₎ | 7,000 | D | |
| Ordinary Shares | 11/30/2012 | | D | 7,000 D ⁽³⁾ ₍₉₎ | 0 | D | |
| Ordinary Shares | 11/30/2012 | | A | 3,195 A ⁽⁴⁾ ₍₉₎ | 3,195 | D | |
| Ordinary Shares | 11/30/2012 | | D | 3,195 D ⁽⁴⁾ ₍₉₎ | 0 | D | |

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| | | | | | | | |
|-----------------|------------|---|-------|---|--------------------------|-------|---|
| Ordinary Shares | 11/30/2012 | A | 4,875 | A | <u>(4)</u> <u>(9)</u> | 4,875 | D |
| Ordinary Shares | 11/30/2012 | D | 4,875 | D | <u>(4)</u> <u>(9)</u> | 0 | D |
| Ordinary Shares | 11/30/2012 | A | 7,370 | A | <u>(5)</u> <u>(9)</u> | 7,370 | D |
| Ordinary Shares | 11/30/2012 | D | 7,370 | D | <u>(5)</u> <u>(9)</u> | 0 | D |

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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee Stock Option | \$ 43.78 | 11/30/2012 | | D | 2,834 | <u>(6)</u> 02/14/2017 | Ordinary Shares 2,834 |
| Employee Stock Option | \$ 65.76 | 11/30/2012 | | D | 8,667 | <u>(7)</u> 02/14/2018 | Ordinary Shares 8,667 |
| Employee Stock Option | \$ 60.88 | 11/30/2012 | | D | 13,400 | <u>(8)</u> 02/13/2019 | Ordinary Shares 13,400 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Eubanks Richard M. 1121 HIGHWAY 74 SO. PEACHTREE CITY, GA 30269 | | | President, Cooper Lighting | |

Signatures

Attorney-in-Fact

12/04/2012

**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).
- (1) Each share held under the Company's Savings and Stock Ownership Plan was disposed of pursuant to the Transaction Agreement between the Company and Eaton Corporation for \$39.15 in cash and .77479 ordinary shares of Eaton Corporation plc.
- (2) Disposed of pursuant to the Transaction Agreement between the Company and Eaton Corporation for \$39.15 in cash and .77479 ordinary shares of Eaton Corporation plc.
Restricted stock units held under the Company's Amended and Restated Stock Incentive Plan. Each restricted stock unit became fully vested and was exchanged for \$39.15 in cash and .77479 ordinary shares of Eaton Corporation plc pursuant to the Transaction Agreement between the Company and Eaton Corporation.
- (3) Performance shares held under the Amended and Restated Stock Incentive Plan. Each performance share became fully vested and was exchanged for \$39.15 in cash and .77479 ordinary shares of Eaton Corporation plc pursuant to the Transaction Agreement between the Company and Eaton Corporation.
- (4) Performance shares held under the Company's 2011 Omnibus Incentive Compensation Plan. Each performance share became fully vested and was exchanged for \$39.15 in cash and .77479 ordinary shares of Eaton Corporation plc pursuant to the Transaction Agreement between the Company and Eaton Corporation.
- (5) Option granted under the Company's Amended and Restated Stock Incentive Plan; exercisable to the extent of one-third on or after February 14, 2011, two-thirds on or after February 14, 2012; and in full on or after February 14, 2013. The option became fully vested and was converted into the right to receive a cash payment representing the difference between the exercise price of the option and the underlying value of the Company's ordinary shares on the effective date of the Transaction Agreement between the Company and Eaton Corporation.
- (6) Option granted under the Company's Amended and Restated Stock Incentive Plan; exercisable to the extent of one-third on or after February 14, 2012, two-thirds on or after February 14, 2013; and in full on or after February 14, 2014. The option became fully vested and was converted into the right to receive a cash payment representing the difference between the exercise price of the option and the underlying value of the Company's ordinary shares on the effective date of the Transaction Agreement between the Company and Eaton Corporation.
- (7) Option granted under the Company's 2011 Omnibus Incentive Compensation Plan; exercisable to the extent of one-third on or after February 13, 2013, two-thirds on or after February 13, 2014; and in full on or after February 13, 2015. The option became fully vested and the difference between the exercise price and the underlying value of the Company's shares was converted into a net number of Cooper shares with each such share having the right to receive \$39.15 in cash and .77479 ordinary shares of Eaton Corporation plc.
- (8) The shares of Eaton Corporation had a market value of \$51.9056 on the Effective Date of the Transaction.
- (9)

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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