

GAWRONSKI GRANT L
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 *
GAWRONSKI GRANT L

(Last) (First) (Middle)
600 TRAVIS ST., SUITE 5600
(Street)

HOUSTON, TX 77002

(City) (State) (Zip)

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

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

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)
Group President

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	(D)	Price	
Ordinary Shares					0	(1) (9)	I	401-K Plan Trustee
Ordinary Shares	11/30/2012		D		47,576	D	(2) (9)	10,000
Ordinary Shares	11/30/2012		D		10,000	D	(3) (9)	0
Ordinary Shares	11/30/2012		A		9,375	A	(4) (9)	9,375
Ordinary Shares	11/30/2012		D		9,375	D	(4) (9)	0

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Ordinary Shares	11/30/2012	A	8,670	A	<u>(4)</u> <u>(9)</u>	8,670	D
Ordinary Shares	11/30/2012	D	8,670	D	<u>(4)</u> <u>(9)</u>	0	D
Ordinary Shares	11/30/2012	A	13,816	A	<u>(5)</u> <u>(9)</u>	13,816	D
Ordinary Shares	11/30/2012	D	13,816	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	8,334	<u>(6)</u>	02/14/2017	Ordinary Shares	8,334
Employee Stock Option	\$ 65.76	11/30/2012		D	15,401	<u>(7)</u>	02/14/2018	Ordinary Shares	15,401
Employee Stock Option	\$ 60.88	11/30/2012		D	25,100	<u>(8)</u>	02/13/2019	Ordinary Shares	25,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GAWRONSKI GRANT L 600 TRAVIS ST., SUITE 5600 HOUSTON, TX 77002			Group President	

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 2011 Omnibus Incentive Compensation 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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