

POSTL JAMES J
Form 4
December 04, 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 *
POSTL JAMES J

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)
700 LOUISIANA, SUITE 2445

(Street)

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

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

HOUSTON, TX 77002

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 Ownership (Instr. 4)
			Code	V	Amount or Price (A) or (D)		
Ordinary Shares	11/30/2012		D		4,163	D	\$ 45,168
Ordinary Shares	11/30/2012		D		13,154 ⁽²⁾	D	\$ 79.1 ⁽³⁾ 32,014
Ordinary Shares	11/30/2012		D		32,014 ⁽⁴⁾	D	\$ 79.1 ⁽⁵⁾ 0

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

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SEC 1474 (9-02)

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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
Director Stock Option	\$ 28.64	11/30/2012		D	4,000	04/27/2007 ⁽⁶⁾	04/27/2014	Ordinary Shares	4,000
Director Stock Option	\$ 32.6	11/30/2012		D	4,000	04/26/2008 ⁽⁶⁾	04/26/2015	Ordinary Shares	4,000
Director Stock Option	\$ 46.73	11/30/2012		D	4,000	04/25/2009 ⁽⁶⁾	04/25/2016	Ordinary Shares	4,000
Director Stock Option	\$ 49.39	11/30/2012		D	4,000	04/24/2010 ⁽⁶⁾	04/24/2017	Ordinary Shares	4,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
POSTL JAMES J 700 LOUISIANA, SUITE 2445 HOUSTON, TX 77002	X			

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).

- 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. The shares of Eaton Corporation had a market value of \$51.9056 on the Effective Date of the Transaction.
- (1) Includes 150 unissued shares for dividend equivalents credited pursuant to the Amended and Restated Directors' Retainer Fee Stock Plan.
- (2) Unissued deferred shares held under the Amended and Restated Directors' Retainer Fee Stock Plan. Converted into the right to receive a cash payment equal to the underlying value of the Company 's ordinary shares on the effective date of the Transaction Agreement between the Company and Eaton Corporation.
- (3) Includes 364 unissued shares for dividend equivalents credited pursuant to the Amended and Restated Directors' Stock Plan.
- (4) Unissued deferred shares held under the Amended and Restated Directors' Stock Plan. Converted into the right to receive a cash payment equal to the underlying value of the Company 's ordinary shares on the effective date of the Transaction Agreement between the Company and Eaton Corporation.
- (5) Option granted under the Company's Amended and Restated Director Stock Plan. The option 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)

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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