

SMITH GERALD B
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 *
SMITH GERALD B

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)

SMITH GRAHAM & COMPANY, 6900 CHASE TOWER, 600 TRAVIS

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

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

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

HOUSTON, TX 77002

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 (A) or (D) Price | | |
| Ordinary Shares | 11/30/2012 | | D | | 13,773 D \$ 25,579 | D | |
| Ordinary Shares | 11/30/2012 | | D | | 25,579 (2) D \$ 79.10 (3) | 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)

Edgar Filing: SMITH GERALD B - Form 4

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

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| SMITH GERALD B SMITH GRAHAM & COMPANY 6900 CHASE TOWER, 600 TRAVIS 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).

(1)

Edgar Filing: SMITH GERALD B - Form 4

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.

(2) Includes 175 unissued shares for dividend equivalents credited pursuant to the Amended and Restated Directors' Stock Plan.

Unissued deferred shares held under the Amended and Restated Directors' Stock Plan. Converted into the right to receive a cash payment
(3) 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.

Option granted under the Company's Amended and Restated Director Stock Plan. The option converted into the right to receive a cash
(4) 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.

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.