

PENTAIR plc
Form 4
January 06, 2016

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 *
HOGAN RANDALL J

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE 800
(Street)

GOLDEN VALLEY, MN 55416

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
PENTAIR plc [PNR]

3. Date of Earliest Transaction (Month/Day/Year)
01/04/2016

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)
Chairman & Chief Exec. Officer

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
Common Shares	10/12/2015		G		12,901	D	\$ 0
Common Shares	12/09/2015		G		61,762	D	\$ 0
Common Shares	12/09/2015		G		61,762	A	\$ 0
Common Shares - Restricted Stock Units	01/04/2016		A ⁽²⁾		67,641	A	\$ 0
	01/04/2016		F ⁽⁴⁾		32,215	D	\$ 0
					16,708	I	⁽¹⁾
					75,124	D	
					238,441	I	⁽¹⁾ ⁽⁵⁾
					214,583	D	⁽³⁾
					123,929	D	⁽³⁾

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Common Shares	\$				
	49.28				
Common Shares		9,941 ⁽⁵⁾	I		By GRAT
Common Shares - Deferral Plan		57,828.873 ⁽⁷⁾ ⁽⁶⁾	I		Plan Agent
Common Shares - ESOP		1,989.7858 ⁽⁷⁾	I		By ESOP

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

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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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 49.28	01/04/2016		A ⁽⁸⁾	325,152	01/04/2017 ⁽⁹⁾	01/04/2026	Common Shares	325,152

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HOGAN RANDALL J 5500 WAYZATA BLVD., SUITE 800 GOLDEN VALLEY, MN 55416	X		Chairman & Chief Exec. Officer	

Signatures

/s/ John K. Wilson, Attorney-in-Fact for Randall J.
Hogan

01/06/2016

__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) Since the date of the reporting person's last ownership form, 6,826 shares previously reported as indirectly beneficially owned by GRAT have been transferred and are now indirectly beneficially owned by Trust.
- (2) Restricted stock units granted pursuant to and subject to a vesting condition of the Pentair plc 2012 Stock and Incentive Plan. Each restricted stock unit represents a right to receive one share of Pentair plc common shares upon vesting.
- (3) End-of-period holdings reflect the vesting of restricted stock units that were previously reported.
- (4) Shares surrendered to pay taxes applicable to vesting of restricted stock units.
- (5) Since the date of the reporting person's last ownership form, 9,941 shares previously reported as indirectly beneficially owned by Trust have been contributed to a grantor retained annuity trust.
- (6) Shares of Pentair, Inc. common stock will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (7) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transaction not required to be reported pursuant to Section 16(a).
- (8) Employee stock option granted under the Pentair Ltd. 2012 Stock and Incentive Plan.
- (9) One-third of the stock options become exercisable on the first, second, and third anniversary of the grant.

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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