

Stauch John L
Form 4
May 04, 2018

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 *
Stauch John L

(Last) (First) (Middle)

5500 WAYZATA BLVD., SUITE 600

(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)
05/02/2018

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)
President & CEO

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	(A) or (D)	Price			
Common Shares - Restricted Stock Units	05/02/2018		A ⁽¹⁾		20,916	A	\$ 0	87,569.041	D	
Common Shares								141,915.076 ⁽²⁾	I	By Spouse Trust
Common Shares - ESPP								32.881 ⁽³⁾	D	
Common Shares -								849.7265 ⁽⁴⁾	I	By ESOP

ESOP

Common
Shares -
Deferral
Plan

48,850.763 ⁽⁴⁾
(5) I

Plan
Agent

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 45.42	05/02/2018		A ⁽⁶⁾	87,016	⁽⁷⁾ 05/02/2028	Common Shares	87,016	
Employee Stock Option (right to buy)	\$ 22.24 ⁽⁸⁾					⁽⁹⁾ 01/04/2020	Common Shares	58,991 ⁽⁸⁾	
Employee Stock Option (right to buy)	\$ 24.64 ⁽⁸⁾					⁽⁹⁾ 01/03/2021	Common Shares	54,678 ⁽⁸⁾	
Employee Stock Option (right to buy)	\$ 22.73 ⁽⁸⁾					⁽⁹⁾ 01/03/2022	Common Shares	60,717 ⁽⁸⁾	
Employee Stock	\$ 33.72 ⁽⁸⁾					⁽⁹⁾ 01/02/2023	Common Shares	50,616 ⁽⁸⁾	

Option
(right to
buy)

Employee
Stock
Option
(right to
buy)

\$ 51.21
(8)

(9) 01/02/2024 Common Shares 32,596
(8)

Employee
Stock
Option
(right to
buy)

\$ 44.43
(8)

(9) 01/02/2025 Common Shares 47,506
(8)

Employee
Stock
Option
(right to
buy)

\$ 32.83
(8)

(10) 01/04/2026 Common Shares 93,930
(8)

Employee
Stock
Option
(right to
buy)

\$ 38.61
(8)

(11) 01/03/2027 Common Shares 58,499
(8)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Stauch John L 5500 WAYZATA BLVD., SUITE 600 GOLDEN VALLEY, MN 55416	X		President & CEO	

Signatures

/s/ John K. Wilson, Attorney-in-Fact for John L.
Stauch

05/04/2018

__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) 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 Pentair plc share upon vesting.
- (2) Since the date of the reporting person's last ownership form, 25,184 shares previously held directly and 2,171.076 shares previously held by the reporting person in the Pentair plc Employee Stock Purchase and Bonus Plan have been transferred and are now indirectly owned by a trust owned by the reporting person's spouse.
- (3)

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End-of-period holdings include monthly purchase(s) under the Pentair plc Employee Stock Purchase and Bonus Plan (ESPP) in exempt transaction(s) pursuant to Rule 16b-3(c); and shares acquired pursuant to a dividend reinvestment feature of the ESPP.

- (4) End-of-period holdings include shares acquired under a dividend reinvestment plan in exempt transactions not required to be reported pursuant to Section 16(a).
- (5) Pentair plc shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (6) Employee stock option granted under the Pentair plc 2012 Stock and Incentive Plan.
- (7) One-third of the stock options become exercisable on the first, second and third anniversary of the grant.
- (8) The exercise price and number of stock options were adjusted in connection with the spin-off of nVent Electric plc on April 30, 2018 pursuant to the anti-dilution provisions of the Pentair plc 2012 Stock and Incentive Plan.
- (9) This option is presently exercisable in full.
- (10) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on January 4, 2019.
- (11) One-third of this option is presently exercisable. The remaining two-thirds become exercisable on January 3, 2019 and January 3, 2020.

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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