

JONES DAVID A /WI
 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 *
 JONES DAVID A /WI

(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)

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 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)	
				(A) or (D)	Price			
				Code	V	Amount	(D)	Price
Common Shares - Restricted Stock Units	05/02/2018		A ⁽¹⁾	2,862	A	\$ 0	2,862	D

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)

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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 of Number of Shares
Director Stock Option (right to buy)	\$ 22.24 <u>(2)</u>					<u>(3)</u>	01/04/2020	Common Shares	6,116
Director Stock Option (right to buy)	\$ 24.64 <u>(2)</u>					<u>(3)</u>	01/03/2021	Common Shares	4,225
Director Stock Option (right to buy)	\$ 22.73 <u>(2)</u>					<u>(3)</u>	01/03/2022	Common Shares	6,307
Director Stock Option (right to buy)	\$ 33.72 <u>(2)</u>					<u>(3)</u>	01/02/2023	Common Shares	3,947
Director Stock Option (right to buy)	\$ 51.21 <u>(2)</u>					<u>(3)</u>	01/02/2024	Common Shares	2,260
Director Stock Option (right to buy)	\$ 44.43 <u>(2)</u>					<u>(3)</u>	01/02/2025	Common Shares	4,008
Director Stock Option (right to buy)	\$ 32.83 <u>(2)</u>					<u>(4)</u>	01/04/2026	Common Shares	6,558
Director Stock Option (right to buy)	\$ 38.61 <u>(2)</u>					<u>(5)</u>	01/03/2027	Common Shares	5,244
Phantom Stock Units (Deferred Compensation)	<u>(6)</u>					<u>(7)</u>	<u>(7)</u>	Common Shares	29,630

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

JONES DAVID A /WI
5500 WAYZATA BLVD., SUITE 600 X
GOLDEN VALLEY, MN 55416

Signatures

/s/ John K. Wilson, Attorney-in-Fact for David A.
Jones

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) 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.
 - (3) This option is presently exercisable in full.
 - (4) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on January 4, 2019.
 - (5) One-third of this option is presently exercisable. The remaining two-thirds become exercisable on January 3, 2019 and January 3, 2020.
 - (6) Phantom stock units convert into common shares on a one-for-one basis.
 - (7) Settlement of phantom stock units will be in Pentair plc common shares in accordance with reporting person's irrevocable election.
 - (8) 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).

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.