

PENTAIR plc  
Form 4  
June 08, 2016

**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 \*  
**HOGAN RANDALL J**

(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)  
06/06/2016

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
|                                 |                                      |  | Code                           | V Amount or (D) Price   |   |  |  |
| Common Shares                   | 04/05/2016                           |  | G                              | V 122,335 D \$ 0  | 2,622   | D  |  |
| Common Shares                   | 04/05/2016                           |  | G                              | V 122,335 A \$ 0  | 360,776   | I  | By Trust                                   |
| Common Shares                   | 06/06/2016                           |  | M <sup>(1)</sup>               | 105,483 A \$ 30.05  | 108,105   | D  |  |
| Common Shares                   | 06/06/2016                           |  | S <sup>(1)</sup>               | 105,483 D \$ 60.4236 <sup>(2)</sup>                               | 2,622   | D  |  |
| Common Shares                   | 06/07/2016                           |  | M <sup>(1)</sup>               | 105,483 A \$ 30.05  | 108,105   | D  |  |

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|                               |            |                  |         |   |       |                                     |   |            |
|-------------------------------|------------|------------------|---------|---|-------|-------------------------------------|---|------------|
| Common Shares                 | 06/07/2016 | S <sup>(1)</sup> | 105,483 | D | \$ 61 | 2,622                               | D |            |
| Common Shares - Deferral Plan |            |                  |         |   |       | 58,581.345<br><u>(4)</u> <u>(3)</u> | I | Plan Agent |
| Common Shares - ESOP          |            |                  |         |   |       | 2,090.097<br><u>(4)</u>             | I | By ESOP    |

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)

**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   |
| Employee Stock Option (right to buy)       | \$ 30.05   | 06/06/2016                           |  | M <sup>(1)</sup>               | 105,483   | 01/03/2008 <sup>(5)</sup> 01/03/2017                     | Common Shares 105,483                                       |
| Employee Stock Option (right to buy)       | \$ 30.05   | 06/07/2016                           |  | M <sup>(1)</sup>               | 105,483   | 01/03/2008 <sup>(5)</sup> 01/03/2017                     | Common Shares 105,483                                       |

## Reporting Owners

| Reporting Owner Name / Address  | Relationships |           |                                      |       |
|---|---------------|-----------|--------------------------------------|-------|
|   | Director      | 10% Owner | Officer                              | Other |
| HOGAN RANDALL J<br>5500 WAYZATA BLVD., SUITE 600<br>GOLDEN VALLEY, MN 55416 | X             |           | Chairman &<br>Chief Exec.<br>Officer |       |

## Signatures

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

06/08/2016

\_\_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) The reported transaction was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person for financial planning purposes in connection with stock options that will expire on January 3, 2017.  
The price in Column 4 is a weighted average price. The prices actually received ranged from \$59.91 to \$60.80. The reporting person has
- (2) provided to the issuer, and will provide to any security holder of the issuer, or the SEC staff, upon request, information regarding the number of shares sold at each price within the range for all transactions reported in this Form 4 utilizing an average weighted price.
- (3) Pentair plc shares will be delivered to the reporting person in accordance with their irrevocable deferral election.
- (4) End-of-period holdings include shares acquired under a dividend reinvestment plan in an exempt transaction not required to be reported pursuant to Section 16(a).
- (5) One-third of the stock options became 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. 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.