

MASSARONI KENNETH M

Form 4

May 16, 2012

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MASSARONI KENNETH M

(Last) (First) (Middle)

SEAGATE TECHNOLOGY
PLC, 10200 S. DE ANZA
BOULEVARD

(Street)

CUPERTINO, CA 95014

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
Seagate Technology plc [STX]

3. Date of Earliest Transaction
(Month/Day/Year)
05/14/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
EVP, General Counsel, CAO

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Ordinary Shares	05/14/2012		M		50,000	A \$ 24.125	70,429	D	
Ordinary Shares	05/14/2012		S		50,000	D \$ 32	20,429	D	
Ordinary Shares	05/15/2012		M		5,000	D \$ 3.345	25,429	D	
Ordinary Shares	05/15/2012		S		5,000	D \$ 31.46 (1)	20,429	D	

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

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(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
NQ Stock Options	\$ 24.125	05/14/2012		M	50,000	05/08/2007 ⁽²⁾ 05/15/2013	Ordinary Shares 50,000
NQ Stock Options	\$ 3.345	05/15/2012		M	5,000	09/11/2010 ⁽³⁾ 03/06/2016	Ordinary Shares 5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MASSARONI KENNETH M SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014			EVP, General Counsel, CAO	

Signatures

/S/ Roberta S. Cohen for Kenneth M.
Massaroni

05/16/2012

__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) Shares were sold under a 10b5-1 Trading Plan adopted by the REporting Person on November 17, 2011.

Options granted to the Reporting Person under the Seagate Technology's 2004 Stock Compensation Plan are subject to a four year vesting schedule. One quarter of the option shares vested on May 08, 2007. Following continuous employment, the remaining shares vest proportionally monthly over the 36 months following May 08, 2007.

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- Options granted to the Reporting Person under the Seagate Technology's 2004 Stock Compensation Plan are subject to a four and half (3) year vesting schedule. One quarter of the option shares vested on September 11, 2010 . Following continuous employment, the remaining shares vest proportionally monthly over the 36 months following September 11, 2010.

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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