

Frykman Karl R.
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 *
Frykman Karl R.

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
5500 WAYZATA BLVD., SUITE 600

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2018

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
EVP & Chief Operating Officer

(Street)
GOLDEN VALLEY, MN 55416

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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) |
|--|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Price | | | |
| Common Shares - Restricted Stock Units | 05/02/2018 | | A ⁽¹⁾ | 8,807 A \$ 0 | 35,326.07 | D | |
| Common Shares - ESOP | | | | | 1,988.0152 ⁽²⁾ | I | By ESOP |

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | 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 ⁽³⁾ | 36,639 | <u>(4)</u> | 05/02/2028 | Common Shares | 36,639 |
| Employee Stock Option (right to buy) | \$ 12.75 <u>(5)</u> | | | | | <u>(6)</u> | 03/03/2019 | Common Shares | 15,362 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 22.81 <u>(5)</u> | | | | | <u>(6)</u> | 03/02/2020 | Common Shares | 19,368 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 24.34 <u>(5)</u> | | | | | <u>(6)</u> | 03/02/2021 | Common Shares | 11,727 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 25.74 <u>(5)</u> | | | | | <u>(6)</u> | 03/01/2022 | Common Shares | 11,526 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 33.72 <u>(5)</u> | | | | | <u>(6)</u> | 01/02/2023 | Common Shares | 9,110 <u>(5)</u> |
| | | | | | | <u>(6)</u> | 01/02/2024 | | |

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| | | | | | |
|--------------------------------------|------------------------|------------|------------|---------------|----------------------|
| Employee Stock Option (right to buy) | \$ 51.21 <u>(5)</u> | | | Common Shares | 7,967 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 44.43 <u>(5)</u> | <u>(6)</u> | 01/02/2025 | Common Shares | 13,856 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 32.83 <u>(5)</u> | <u>(7)</u> | 01/04/2026 | Common Shares | 32,389 <u>(5)</u> |
| Employee Stock Option (right to buy) | \$ 38.61 <u>(5)</u> | <u>(8)</u> | 01/03/2027 | Common Shares | 26,223 <u>(5)</u> |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Frykman Karl R. 5500 WAYZATA BLVD., SUITE 600 GOLDEN VALLEY, MN 55416 | | | EVP & Chief Operating Officer | |

Signatures

/s/ John K. Wilson, Attorney-in-Fact for Karl R. Frykman 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) 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).
- (3) Employee stock option granted under the Pentair plc 2012 Stock and Incentive Plan.
- (4) One-third of the stock options become exercisable on the first, second and third anniversary of the grant.
- (5) 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.

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- (6) This option is presently exercisable in full.
- (7) Two-thirds of this option is presently exercisable. The remaining one-third becomes exercisable on January 4, 2019.
- (8) 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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