

Seagate Technology plc
Form 4
May 15, 2014

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 *
LUCZO STEPHEN J

(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)
05/13/2014

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 and 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 Indirect Beneficial Ownership (Instr. 4)
Ordinary Shares	05/13/2014		M	60,157	A \$ 11.065	172,287	D
Ordinary Shares	05/13/2014		M	23,982	A \$ 30.23	196,269	D
Ordinary Shares	05/13/2014		S ⁽¹⁾	54,345	D \$ ⁽²⁾ 50.2816	141,924	D
Ordinary Shares						1,485,471	I Stephen J Luczo Revocable

Trust

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
NQ Stock Options	\$ 11.065	05/13/2014		M	60,157	09/13/2011 ⁽³⁾ 09/13/2017	Ordinary Shares	60,157
NQ Stock Options	\$ 30.23	05/13/2014		M	23,982	08/01/2013 ⁽⁴⁾ 08/01/2019	Ordinary Shares	23,982

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
LUCZO STEPHEN J SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014	X		Chairman and CEO	

Signatures

/s/ Jolene Mendelsohn by Power of Attorney 05/15/2014

__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)

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This transaction is a "sell-to-cover" transaction in which the Reporting Person used the proceeds from the sale of shares in part to fund the exercise of the options.

- (2) These Ordinary Shares were sold in multiple transactions at sales prices ranging from \$50.22 to \$50.40, inclusive. The Reporting Person undertakes to provide to the Issuer, any security holder of the Issuer, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the ranges set forth in the footnote of this Form 4.

- (3) Options granted to the Reporting Person under the Seagate Technology 2001 Stock Option Plan are subject to a four year vesting schedule. One quarter of the options vested on September 13, 2011. Following continuous employment, the remaining options vest proportionately over the 36 months following September 13, 2011.

- (4) Options granted to the Reporting Person under the Seagate Technology plc 2012 Equity Incentive Plan are subject to a four year vesting schedule. Subject to continuous employment, one quarter of the options vested August 1, 2013. The remaining options vest in equal monthly installments over the 36 months following August 1, 2013.

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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