

Seagate Technology plc
Form 4
July 25, 2014

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 *
Richarz David K

(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)
07/23/2014

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)
Executive Vice President,Sales

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|-------------------|---|--|-----------------------------------|
| | | | | Code | V Amount or Price | | | |
| Ordinary Shares | 07/23/2014 | | A | (1) | \$ 0 | 10,391 | D | |
| Ordinary Shares | 07/23/2014 | | A | (2) | \$ 0 | 14,891 | D | |
| Ordinary Shares | 07/23/2014 | | A | (3) | \$ 0 | 29,516 | D | |
| Ordinary Shares | 07/23/2014 | | A | (4) | \$ 0 | 33,116 | D | |
| Ordinary Shares | 07/25/2014 | | M | | \$ 11.065 | 45,016 | D | |

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| | | | | | | | |
|-----------------|------------|---|--------|---|-----------------------------|--------|---|
| Ordinary Shares | 07/25/2014 | M | 13,750 | A | \$ 29.87 | 58,766 | D |
| Ordinary Shares | 07/25/2014 | S | 25,650 | D | \$ 59.5559 <u>(5)</u> | 33,116 | 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-----------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | | | Code | V | (A) | (D) |
| NQ Stock Options | \$ 11.065 | 07/25/2014 | | M | 11,900 | 09/13/2011 ⁽⁶⁾ | 09/13/2017 | Ordinary Shares | 11,900 |
| NQ Stock Options | \$ 29.87 | 07/25/2014 | | M | 13,750 | 09/10/2013 ⁽⁷⁾ | 09/10/2019 | Ordinary Shares | 13,750 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Richarz David K SEAGATE TECHNOLOGY PLC 10200 S. DE ANZA BOULEVARD CUPERTINO, CA 95014 | | | Executive Vice President, Sales | |

Signatures

/s/ Jolene A. Mendelsohn by power of attorney

07/25/2014

**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) On July 23, 2014, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 3,750 of the 15,000 Performance Share Units granted to Mr. Richarz on September 9, 2013. The 3,750 Ordinary Shares will vest on September 9, 2014, subject to the continuous service through such date.

(2) On July 23, 2014, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 4,500 of the 18,000 Performance Share Units granted to Mr. Richarz on September 10, 2012. The 4,500 Ordinary Shares will vest on September 10, 2014, subject to the continuous service through such date.

(3) On July 23, 2014, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 14,625 of the 58,500 Performance Share Units granted to Mr. Richarz on September 12, 2011. The 14,625 Ordinary Shares will vest on September 12, 2014 (or in certain circumstances, at the opening of the next following trading window), subject to the continuous service through such date.

(4) On July 23, 2014, the Compensation Committee of the Board of Directors of the Issuer determined that the performance conditions were met with respect to 3,600 of the 14,400 Performance Shares granted to Mr. Richarz on September 13, 2010. The 3,600 Ordinary Shares will vest on September 13, 2014 (or in certain circumstances, at the opening of the next following trading window), subject to the continuous service through such date.

(5) These Ordinary Shares were sold in multiple transactions at sales prices ranging from \$59.48 to \$59.68, 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.

(6) Options granted to the Reporting Person under the Seagate Technology's 2001 Share Option Plan are subject to a four-year vesting schedule. One quarter of the option shares vested on September 13, 2011. The remaining options vest in equal monthly installments over the 36 months following September 13, 2011.

(7) Options granted to the Reporting Person under the Seagate Technology's 2012 Share Option Plan are subject to a four-year vesting schedule. One quarter of the option shares vested on September 10, 2013. The remaining options vest in equal monthly installments over the 36 months following September 10, 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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