

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 *
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)
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)
EVP,General Counsel, CAO

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. 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		5,250 ⁽¹⁾ \$ 0	D	
Ordinary Shares	07/23/2014		A		6,000 ⁽³⁾ \$ 0	D	
Ordinary Shares	07/23/2014		A		17,000 ⁽⁴⁾ \$ 0	D	

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

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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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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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/ 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 5,250 of the 21,000 Performance Share Units granted to Mr. Massaroni on September 9, 2013. The 5,250 Ordinary Shares will vest on September 9, 2014, subject to the continuous service through such date.

(2) Includes 166 Ordinary Shares purchased by the Reporting Person on January 31, 2014 under the Issuer's Employee Stock Purchase Plan. Such acquisition is exempt from reporting pursuant to Rule 16b-3 under the Securities Exchange Act of 1934.

(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 6,000 of the 24,000 Performance Share Units granted to Mr. Massaroni on September 10, 2012. The 6,000 Ordinary Shares will vest on September 10, 2014, 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 17,000 of the 68,000 Performance Share Units granted to Mr. Massaroni on September 12, 2011. The 17,000 Ordinary Shares will vest on September 12, 2014 (or in certain circumstances, at the opening of the next following trading window), subject to the

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continuous service through such date.

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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