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EATON CO	RP											
Form 4 January 28, 1	2008											
	ЛЛ									OMB AF	PROVAL	
W				CURITIES AND EXCHANGE C Washington, D.C. 20549					OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to STATEMENT OF			F CHAN				CIA	LOW	NERSHIP OF	Expires: Estimated a	January 31, 2005 verage	
Section 5 Form 5 obligation may con <i>See</i> Instr 1(b).	Filed pur Filed pur Section 17(a) of the 1		tility Ho	the old	e Securit ing Com	ipany	Act of	e Act of 1934, 1935 or Sectior 0	burden hour response		
(Print or Type	Responses)											
			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]					ıg	5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (I	Middle)	3. Date of Earliest Transaction					(Check	c all applicable)		
				(Month/Day/Year)					Director 10% Owner X Officer (give title Other (specify below) below) Vice President and Controller			
				ndment, Date Original hth/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_Form filed by One Reporting Person			
CLEVELA	ND, OH 44114								Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	le I - Non	1-De	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		Code (Instr. 8	3)	4. Securit n(A) or Di (Instr. 3, Amount	spose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. 7. Nature of Ownership Indirect Form: Direct Beneficial (D) or Ownership Indirect (I) (Instr. 4) (Instr. 4)		
Common Shares	01/24/2008	<u>(1)</u>		M <u>(2)</u>	v	1,289	A	\$ 38.05	10,910.72	D		
Common Shares	01/24/2008	<u>(1)</u>		S <u>(3)</u>		800	D	\$ 80.56	10,110.72	D		
Common Shares	01/24/2008	<u>(1)</u>		S <u>(3)</u>		100	D	\$ 80.62	10,010.72	D		
Common Shares	01/24/2008	<u>(1)</u>		S <u>(3)</u>		389	D	\$ 82.49	9,621.72	D		
Common Shares									10,425.01	Ι	by trustee of ESP ⁽⁴⁾	

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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. Transactio Code (Instr. 8)	5. Number prof 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
Stock Option	\$ 38.05	01/24/2008	<u>(1)</u>	M <u>(2)</u>	1,289	07/27/1998 <u>(5)</u>	01/27/2008	Common Shares	1,289

Reporting Owners

Reporting Owner Name / Address	Relationships						
1 8	Director	10% Owner	Officer	Other			
RAWOT BILLIE K EATON CENTER 1111 SUPERIOR AVE CLEVELAND, OH 44114	EATON CENTER 111 SUPERIOR AVE		Vice President and Controller				
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		01/28/2008					
**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) This field is not applicable.
- (2) The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2007.
- (3) The sales of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 15, 2007.
- (4) These shares are held in the Eaton Savings Plan.

Reporting Owners

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(5) 1998 Performance Options - 50% of these options vested when a market price goal for Eaton shares was met. The remaining 50% vested on January 17, 2008 (10 days before the expiration of their ten-year term).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.