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FATON CORP

Form 4											
February 26	, 2009										
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION								OMB APPROVAL			
	UNITE) STATES	ES SECURITIES AND EXCHANGE COMMISSIO Washington, D.C. 20549						OMB Number:	3235-0287	
Check th if no lon, subject to Section 2 Form 4 of Form 5 obligation may con	ger o STATE 16. or Filed pu	ATEMENT OF CHANGES IN BENEFICIAL OWNI SECURITIES ed pursuant to Section 16(a) of the Securities Exchange 2 on 17(a) of the Public Utility Holding Company Act of 1						e Act of 1934, 1935 or Sectior	Expires: Estimated a burden hour response	-	
<i>See</i> Instr 1(b).		30(h)	of the In	vestment	Compan	y Act	t of 194	0			
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> FEARON RICHARD H			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]					5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) EATON CE AVE.	(First) ENTER, 1111 SI	(Middle) UPERIOR	(Month/E	-	ransaction			Director X Officer (give below)	10%	Owner r (specify	
CI EVEL A	(Street) ND, OH 44114			endment, Da hth/Day/Year	ate Original r)			6. Individual or Jo Applicable Line) _X_ Form filed by O Form filed by M	ne Reporting Per	rson	
CLEVELA	ND, OH 44114							Person			
(City)	(State)	(Zip)	Tab	le I - Non-I	Derivative S	Securi	ities Acq	uired, Disposed of	, or Beneficial	y Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, i		n Date, if	Code (Instr. 3, 4 and 5)				Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Shares	02/20/2009			Code V F	Amount 2,102 (1)	or (D) D	Price \$ 40.15	(Instr. 3 and 4) 87,934	D		
Common Shares	02/24/2009			А	14,400 (2)	А	\$0	102,334	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. Transacti Code (Instr. 8)	Transaction of Derivative Code Securities		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	
Restricted Share Units	(3)	02/24/2009		А	6,250	<u>(4)</u>	(4)	Common Shares	6,250	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
FEARON RICHARD H EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114			VC and CFO & Planning Officer				
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		02	2/26/2009				

**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) These shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain shares of restricted stock.

- (2) These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (3) Each restricted share unit represents a contingent right to receive one common share of the issuer.
- (4) The restricted share units vest in four equal annual installments beginning on the first anniversary of the date of grant.

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.