

McGuire Mark M
Form 4
February 25, 2010

FORM 4

**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
McGuire Mark M

(Last) (First) (Middle)
EATON CENTER, 1111 SUPERIOR AVENUE
(Street)

CLEVELAND, OH 44114-2584

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EATON CORP [ETN]

3. Date of Earliest Transaction (Month/Day/Year)
02/23/2010

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 and General Counsel

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		
Common Shares	02/23/2010		A		3,000 (1)	A	\$ 0 22,678 D
Common Shares	02/24/2010		M		1,075 (2)	A	\$ 0 23,753 D
Common Shares	02/24/2010		F		344 (3)	D	\$ 66.63 23,409 D
Common Shares							887.031 (4) I by trustee of ESP

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)	8. Amount or Number of Shares
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/24/2010		M	1,075 <u>(6)</u>	⁽⁷⁾ ⁽⁷⁾	Common Shares	1,075
Restricted Stock Units	\$ 0 ⁽⁵⁾	02/23/2010		A	9,735	⁽⁷⁾ ⁽⁷⁾	Common Shares	9,735

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

McGuire Mark M
EATON CENTER
1111 SUPERIOR AVENUE
CLEVELAND, OH 44114-2584

EVP and
General
Counsel

Signatures

/s/Kathleen S. O'Connor, as
Attorney-in-Fact

02/25/2010

 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 represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.

(2) These common shares were acquired upon the vesting and settlement of certain restricted stock units.

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

(4) These shares are held in the Eaton Savings Plan.

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- (5) Each restricted stock unit represents a contingent right to receive one common share of the issuer.
- (6) These restricted stock units were surrendered in exchange for common shares of the issuer.
- (7) These restricted stock 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.