

EATON CORP
Form 4
January 22, 2008

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 *
CUTLER ALEXANDER M

(Last) (First) (Middle)

EATON CENTER, 1111 SUPERIOR AVE.

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

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

3. Date of Earliest Transaction (Month/Day/Year)
01/17/2008

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)
Chairman and CEO; President

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>M</u> ⁽²⁾ | | 5,704 | A | \$ 38.05 |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | | 100 | D | \$ 84.94 |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | | 200 | D | \$ 84.99 |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | | 100 | D | \$ 85.12 |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | | 100 | D | \$ 84.5 |

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| | | | | | | | | |
|---------------|------------|------------|------------------------|-----|---|----------|---------|---|
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.05 | 216,002 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 200 | D | \$ 84.3 | 215,802 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.69 | 215,702 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.63 | 215,602 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.65 | 215,502 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.66 | 215,402 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.73 | 215,302 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.8 | 215,202 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.87 | 215,102 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.68 | 215,002 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 84.84 | 214,902 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 83.95 | 214,802 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 200 | D | \$ 83.81 | 214,602 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 83.94 | 214,502 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 83.78 | 214,402 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 83.46 | 214,302 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 83.53 | 214,202 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 82.93 | 214,102 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 82.55 | 214,002 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | \$ 82.39 | 213,902 | D |
| | 01/17/2008 | <u>(1)</u> | <u>S⁽³⁾</u> | 100 | D | | 213,802 | D |

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| | | | | | | | | |
|---------------|------------|------------|-------------------------|-----|---|----------|---------|---|
| Common Shares | | | | | | \$ 82.43 | | |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | 100 | D | \$ 82.44 | 213,702 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | 100 | D | \$ 81.99 | 213,602 | D |
| Common Shares | 01/17/2008 | <u>(1)</u> | <u>S</u> ⁽³⁾ | 100 | D | \$ 82.06 | 213,502 | D |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Stock Option | \$ 38.05 | 01/17/2008 | <u>(1)</u> | <u>M</u> ⁽²⁾ | 5,704 | 07/27/1998 ⁽⁴⁾ 01/27/2008 | Common Shares 5,704 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CUTLER ALEXANDER M EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114 | X | | Chairman and CEO; President | |

Signatures

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

01/22/2008

**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 14, 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 14, 2007.
- (4) 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).

Remarks:

This is Form 1 of 2.

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.