EATON CORP Form 4 April 27, 2007

FORM 4

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

OMB Number:

Check this box if no longer subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Last)

(Print or Type Responses)

1. Name and Address of Reporting Person * RAWOT BILLIE K

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

EATON CORP [ETN]

3. Date of Earliest Transaction

(Month/Day/Year)

(Middle)

Director 10% Owner _X__ Officer (give title Other (specify

(Check all applicable)

OMB APPROVAL

Expires:

response...

Estimated average

burden hours per

3235-0287

January 31,

2005

0.5

EATON CENTER, 1111 SUPERIOR 04/25/2007

below) Vice President and Controller

AVE

(Street)

(First)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

CLEVELAND, OH 44114

(City)	(State) (Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	04/25/2007	<u>(1)</u>	A	5,000	A	\$ 30.76	13,224.72	D	
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.27	13,124.72	D	
Common Shares	04/25/2007	<u>(1)</u>	S	300	D	\$ 88.26	12,824.72	D	
Common Shares	04/25/2007	<u>(1)</u>	S	400	D	\$ 88.25	12,424.72	D	
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.24	12,324.72	D	

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Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.21	12,224.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.19	12,124.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.18	12,024.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	200	D	\$ 88.16	11,824.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	300	D	\$ 88.14	11,524.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.13	11,424.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	200	D	\$ 88.12	11,224.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	200	D	\$ 88.11	11,024.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	200	D	\$ 88.1	10,824.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	300	D	\$ 88.09	10,524.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	200	D	\$ 88.08	10,324.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	300	D	\$ 88.06	10,024.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	300	D	\$ 88.05	9,724.72	D
Common Shares	04/25/2007	(1)	S	100	D	\$ 88.04	9,624.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 88.03	9,524.72	D
Common Shares	04/25/2007	(1)	S	100	D	\$ 88.01	9,424.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	400	D	\$ 87.99	9,024.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	200	D	\$ 87.96	8,824.72	D
Common Shares	04/25/2007	(1)	S	400	D	\$ 87.95	8,424.72	D
Common Shares	04/25/2007	<u>(1)</u>	S	100	D	\$ 87.93	8,324.72	D
	04/25/2007	<u>(1)</u>	S	100	D		8,224.72	D

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\$ Common 87.91 Shares

Common 10,309.346 by trustee **Shares** (2) of ESP

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

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(9-02)

8. P Der Sec (Ins

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)	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)		Underlying	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	

\$ 30.76 04/25/2007 (1) M 300 07/25/2000 01/25/2010

Stock Common 5,000 Option Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> 10% Owner Officer Other Director

RAWOT BILLIE K **EATON CENTER** 1111 SUPERIOR AVE CLEVELAND, OH 44114

Vice President and Controller

Signatures

/s/Kathleen S. O'Connor, as 04/27/2007 Attorney-in-Fact

> **Signature of Reporting Person Date

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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) These shares are held in the Eaton Savings Plan.

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.