Edgar Filing: EATON CORP - Form 4

EATON CO	RP										
Form 4											
February 28,	, 2008										
FORM	FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION							т	OMB APPROVAL		
	UNITE	USIAILS		hington,			NGE		OMB Number:	3235-0287	
Check th	is box		vv as	inington,	D.C. 20.	, - ,			Expires:	January 31,	
if no long		EMENT O	F CHAN	GES IN I	ES IN BENEFICIAL OWNERSHIP OF ECURITIES					2005	
subject to Section 1)									Estimated average burden hours per	
Form 4 o									response	•	
Form 5	They pursually to Section 10(a) of the Securities Exchange Act of 1754,								•		
obligatio may cont				•	•	• •		f 1935 or Sectio	n		
See Instr		30(h)	of the Inv	vestment	Company	y Act	of 19	40			
1(b).											
(Print or Type I	Responses)										
(I fine of Type I	(coponises)										
1. Name and A	Address of Reportir	ng Person <u>*</u>	2. Issuer	Name and	Ticker or 7	Fradin	g	5. Relationship of	Reporting Person(s) to		
RAWOT BILLIE K Symb							0	Issuer			
	EATON	EATON CORP [ETN]					(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tra	insaction			(Cheo	ск ап аррпсабі	e)	
			(Month/D					Director	109	6 Owner	
EATON CE	ENTER, 1111 S	UPERIOR	02/26/20	008				X Officer (giv below)	e title Oth below)	er (specify	
AVE								· · · · · · · · · · · · · · · · · · ·	sident and Cont	roller	
	(Street)		4. If Amer	ndment, Dat	e Original			6. Individual or J	oint/Group Fili	ng(Check	
				th/Day/Year)	-			Applicable Line)		8	
								X Form filed by			
CLEVELA	ND, OH 44114							Person	More than One R	eporting	
(City)	(State)	(Zip)	Table	L - Non-De	erivative S	lecuri	ties A c	quired, Disposed o	f or Reneficia	lly Owned	
1 Tide of	2. The second in the second	No. 44 Dec					nes re			-	
1.Title of Security	2. Transaction E (Month/Day/Ye			3. Transactio	4. Securi MAcquired		or	5. Amount of Securities	6. Ownership Form: Direct		
(Instr. 3)	(any		Code	Disposed			Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3,	4 and	5)	Owned	Indirect (I)	Ownership	
								Following Reported	(Instr. 4)	(Instr. 4)	
						(A)		Transaction(s)			
				Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common	02/26/2008	(1)		٨	1,000			10 621 72	D		
Shares	02/26/2008	(1)		А	(2)	А	<u>(1)</u>	10,621.72	D		
Common									_	by trustee	
Shares								10,468.269 <u>(3)</u>	1	of ESP	

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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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)	5. Number on f 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 A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 83.13	02/26/2008	<u>(1)</u>	А	6,800	02/26/2009(4)	02/26/2018	Common Shares	6,800

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAWOT BILLIE K EATON CENTER 1111 SUPERIOR AVE CLEVELAND, OH 44114			Vice President and Controller				
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		02	/28/2008				
**Signature of Reporting Person	L		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) These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (3) These shares are held in the Eaton Savings Plan.
- (4) Thirty-three percent (33%) of these options become exercisable on the first and second anniversaries of the date granted and thirty-four percent (34%) on the third anniversary of the date granted.

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.