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EATON CORP											
Form 4 October 02, 2008	8										
FORM 4	1		CECU						PPROVAL		
Washington, D.C. 20549									3235-0287		
Check this box if no longer									January 31, 2005		
STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Section 16. Form 4 or							Estimated burden hou response	average urs per			
Form 5 obligations may continue. <i>See</i> Instruction 1(b).	Section 17(a) of the l	Public U	Itility Hol	ding Cor		nge Act of 1934, of 1935 or Section 940	•	. 0.0		
(Print or Type Respo	onses)										
1. Name and Address of Reporting Person <u>*</u> Connor Christopher M			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]				5. Relationship of Reporting Person(s) to Issuer				
		. .					(Check all applicable)				
(Last) (First) (Middle) THE SHERWIN-WILLIAMS COMPANY, 101 PROSPECT AVENUE			3. Date of Earliest Transaction (Month/Day/Year) 09/30/2008				XDirector		% Owner		
							Officer (giv below)	below)	ner (specify		
	4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 							
CLEVELAND,	OH 44115						Person	More than One R	eporting		
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned		
1.Title of Security (Instr. 3)2. Transaction Date (Month/Day/Year)2A. Deeme Execution I any (Month/Day/Year)				(A) or of (D) 4 and 5) (A)	Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)				
				Code V	Amount	(D) Price	(Instr. 3 and 4)				
Reminder: Report o	n a separate line	e for each cl	ass of sec	urities bene	ficially own	ned directly	or indirectly.				
					inforn requir	nation cont ed to resp lys a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)		
	Tab					posed of, or convertible	Beneficially Owned securities)	1			

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri

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Security (Instr. 3)	or Exercise Price of Derivative Security		any (Month/Day/Year)	Code (Instr. 8)	Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		/Year)	(Instr. 3 and	4)	Secu (Inst
				Code V	(A) (E) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0	09/30/2008		А	348.71 (1)	(2)	(2)	Common Shares	348.71	\$ 6

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
Connor Christopher M THE SHERWIN-WILLIAMS COMPANY 101 PROSPECT AVENUE CLEVELAND, OH 44115	Х					
Signatures						
/s/Kathleen S. O'Connor, as Attorney-in-Fact	10/	/02/2008				

**Signature of Reporting Person

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).

Date

- These Phantom Share Units were acquired by the reporting person's deferral of fees in the 2005 Non-Employee Director Fee Deferral(1) Plan. The number of phantom share units acquired is based on the average of the mean prices for Eaton Common Shares for the twenty trading days immediately preceding the end of the calendar quarter in which the fees deferred were earned.
- (2) This field is not applicable.
- (3) Represents the total number of Phantom Share Units allocated to the account of the reporting person pursuant to the company's 2005
 (3) Non-Employee Director Fee Deferral Plan and includes Phantom Share Units acquired pursuant to dividend reinvestment.

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.