Moran Thomas E. Form 4 February 25, 2010

FORM 4

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

Check this box if no longer subject to Section 16.

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

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Moran Thomas E.

2. Issuer Name and Ticker or Trading

Symbol

EATON CORP [ETN]

(Last) (First) (Middle) 3. Date of Earliest Transaction

(Zin)

EATON CENTER, 1111 SUPERIOR 02/23/2010 **AVENUE**

(State)

(Month/Day/Year)

Director 10% Owner X_ Officer (give title _ Other (specify below)

Sr VP and Secretary

(Street) 4. If Amendment, Date Original

Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check

5. Relationship of Reporting Person(s) to

(Check all applicable)

OMB APPROVAL

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January 31,

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Number:

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Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

Issuer

CLEVELAND, OH 44114

(City)

(City)	(State)	Tabl	e I - Non-E	Derivative	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)	Code (Instr. 8)	4. Securion(A) or D (Instr. 3,	ispose 4 and (A) or	d of (D) 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)	
Common Shares	02/23/2010		Code V A	Amount 500 (1)	, í	Price \$ 0	1,190	D	
Common Shares	02/24/2010		M	182 (2)	A	\$ 0	1,372	D	
Common Shares	02/24/2010		F	70 <u>(3)</u>	D	\$ 66.63	1,302	D	
Common Shares							300	I	by spouse
Common Shares							72.462 (4)	I	by trustee of ESP

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

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SEC 1474 (9-02)

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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. Transact Code (Instr. 8)		ive ies ed (A) osed of	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		(
				Code V	7 (A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 (5)	02/24/2010		M		182 (6)	<u>(7)</u>	<u>(7)</u>	Common Shares	182	
Restricted Stock Units	\$ 0 (5)	02/23/2010		A	1,900		<u>(7)</u>	<u>(7)</u>	Common Shares	1,900	

Reporting Owners

Reporting Owner Name / Address		Relationships	

Director 10% Owner Officer Other

Moran Thomas E. EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114

Sr VP and Secretary

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.

Reporting Owners 2

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- (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.
- (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.