### Edgar Filing: EATON CORP - Form 4

EATON CODI

Form 4											
December 03, 2012 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue December 03, 2012 UNITED STATES SECUE Wat STATEMENT OF CHAN Filed pursuant to Section 1 Section 17(a) of the Public U				RITIES AND EXCHANGE COMMISSION shington, D.C. 20549 IGES IN BENEFICIAL OWNERSHIP OF SECURITIES 6(a) of the Securities Exchange Act of 1934, tility Holding Company Act of 1935 or Sectio vestment Company Act of 1940					Number:3235-0287Number:January 31, 2005Expires:2005Estimated average burden hours per response0.5		
(Print or Type Ro	esponses)										
CRITELLI MICHAEL J Sym			Symbol	2. Issuer Name <b>and</b> Ticker or Trading Symbol EATON CORP [ETN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) EATON CEN AVE.	(First) NTER, 1111 S	(Middle)	(Month/D		ransaction			X Director Officer (give below)	10%	b Owner er (specify	
				endment, Date Original nth/Day/Year)				<ul> <li>6. Individual or Joint/Group Filing(Check</li> <li>Applicable Line)</li> <li>_X_ Form filed by One Reporting Person</li> </ul>			
CLEVELAN	D, OH 44114	Ļ						Form filed by Person	More than One Re	eporting	
(City)	(State)	(Zip)	Table	e I - Non-I	Derivative	Securi	ties Acc	quired, Disposed o	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Executio any	med on Date, if Day/Year)	3. Transacti Code (Instr. 8) Code V		4 and 4 (A) or	l of	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 Stock	11/30/2012			D	91,158	D	<u>(1)</u>	0	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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Number on f Derivativ 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)16	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 33.015	11/30/2012		D	7,408	(2)	01/25/2015	Common Shares	7,408
Stock Option	\$ 33.195	11/30/2012		D	7,296	(3)	01/24/2016	Common Shares	7,296
Stock Option	\$ 37.505	11/30/2012		D	6,504	. (4)	01/23/2017	Common Shares	6,504
Stock Option	\$ 37.21	11/30/2012		D	6,450	<u>(5)</u>	01/22/2018	Common Shares	6,450

# **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
L O	Director	10% Owner	Officer	Other			
CRITELLI MICHAEL J EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114	Х						
Signatures							
/s/ Kathleen S. O'Connor, as Attorney-in-Fact		1	2/03/201	2			

\*\*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

Represents shares of Eaton Corporation ("Eaton") disposed of pursuant to merger of a wholly-owned subsidiary of Eaton Corporation plc ("New Eaton") with and into Eaton, with Eaton surviving the merger as a wholly-owned subsidiary of New Eaton (the "Merger"), in

- (1) exchange for ordinary shares of New Eaton, which was consummated simultaneous with and conditioned on New Eaton's acquisition of Cooper Industries plc by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Eaton common share was cancelled and converted into the right to receive one New Eaton ordinary share.
- (2) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 7,408 ordinary shares of New Eaton for \$33.015 with the same terms and conditions as the original Eaton stock option.

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- (3) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 7,296 ordinary shares of New Eaton for \$33.195 with the same terms and conditions as the original Eaton stock option.
- (4) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 6,504 ordinary shares of New Eaton for \$37.505 with the same terms and conditions as the original Eaton stock option.
- (5) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 6,450 ordinary shares of New Eaton for \$37.21 with the same terms and conditions as the original Eaton stock option.

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.