EATON CORP Form 4 March 09, 2006

FORM 4

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

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

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

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).

Form 5

(Print or Type Responses)

1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading **BUENTE STEPHEN M** Symbol EATON CORP [ETN]

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

(Month/Day/Year) EATON CENTER, 1111 SUPERIOR 03/07/2006

AVE.

(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)

OMB

Number:

Expires:

response...

Estimated average

burden hours per

OMB APPROVAL

3235-0287

January 31,

2005

0.5

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Sr VP and President-Automotive

6. Individual or Joint/Group Filing(Check

Applicable Line)

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	Secui	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. Transaction Code (Instr. 8)	4. Securities Acquired ion(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Shares	03/07/2006		S	900	D	\$ 69.45	77,046 (1)	D	
Common Shares	03/07/2006		S	900	D	\$ 69.44	76,146 <u>(1)</u>	D	
Common Shares	03/07/2006		S	300	D	\$ 69.43	75,846 <u>(1)</u>	D	
Common Shares	03/07/2006		S	300	D	\$ 69.42	75,546 <u>(1)</u>	D	
Common Shares	03/07/2006		S	300	D	\$ 69.41	75,246 <u>(1)</u>	D	

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Common Shares	03/07/2006	S	900	D	\$ 69.4	74,346 (1)	D
Common Shares	03/07/2006	S	800	D	\$ 69.39	73,546 (1)	D
Common Shares	03/07/2006	S	1,200	D	\$ 69.37	72,346 (1)	D
Common Shares	03/07/2006	S	1,400	D	\$ 69.36	70,946 <u>(1)</u>	D
Common Shares	03/07/2006	S	2,300	D	\$ 69.35	68,646 <u>(1)</u>	D
Common Shares	03/07/2006	S	600	D	\$ 69.34	68,046 <u>(1)</u>	D
Common Shares	03/07/2006	S	900	D	\$ 69.33	67,146 <u>(1)</u>	D
Common Shares	03/07/2006	S	600	D	\$ 69.32	66,546 (1)	D
Common Shares	03/07/2006	S	2,000	D	\$ 69.31	64,546 (1)	D
Common Shares	03/07/2006	S	300	D	\$ 69.3	64,246 (1)	D
Common Shares	03/07/2006	S	300	D	\$ 69.29	63,946 <u>(1)</u>	D
Common Shares	03/07/2006	S	600	D	\$ 69.28	63,346 (1)	D
Common Shares	03/07/2006	S	300	D	\$ 69.27	63,046 (1)	D
Common Shares	03/07/2006	S	300	D	\$ 69.26	62,746 (1)	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.

SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exercisable and	7. Title and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration Date	Amount of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/Year)	Underlying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivativ	re	Securities	(Instr. 5)	Bene
	Derivative				Securities	S	(Instr. 3 and 4)		Owne
	Security				Acquired				Follo
					(A) or				Repo

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Disposed of (D) (Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable

Expiration Title Amount Date

Other

Number of Shares

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer

BUENTE STEPHEN M EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114

Sr VP and President-Automotive

Signatures

/s/ Claudia J. Taller as 03/09/2006 attorney-in-fact

**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) Certain of these shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.

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.

Reporting Owners 3 Trans (Insti