EATON CO Form 5 January 29,										
FOR							OMB AF	PROVAL		
Check th no longe to Sectio	UNITED nis box if er subject on 16.	W	ashington, I				OMB Number: Expires: Estimated a			
5 obliga may con <i>See</i> Instr 1(b). Form 3 Reported Form 4 Transact	Form 3 Holdings       Section 17(a) of the Public Utility Holding Company Act of 1935 or Section       Distribution       1.0									
1. Name and Address of Reporting Person <u>*</u> PAGE GREGORY R		Symbo	2. Issuer Name <b>and</b> Ticker or Trading Symbol EATON CORP [ETN]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
	(First) ( EENTER, 1111 R AVENUE	(Month	<ul><li>3. Statement for Issuer's Fiscal Year Ended (Month/Day/Year)</li><li>12/31/2008</li></ul>			X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street)		nendment, Date Ionth/Day/Year)	e Original	6. In	idividual or Joi (check	nt/Group Repo	C		
CLEVELA	AND, OH 441	14				Form Filed by O Form Filed by M on				
(City)	(State)	(Zip) Ta	ble I - Non-De	rivative Securities Ac	quired	l, Disposed of,	or Beneficial	ly Owned		
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		3. Transaction Code (Instr. 8)	4. Securities Acquired or Disposed of (D) (Instr. 3, 4 and 5)	d (A)	5. Amount of Securities Beneficially Owned at end of	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

				Amount	(A) or (D)	Price	Issuer's Fiscal Year (Instr. 3 and 4)	(I) (Instr. 4)	
Common Shares	07/23/2008	Â	P4	100	Α	\$ 73.74	1,100	D	Â
Common Shares	07/28/2008	Â	P4	100	А	\$ 70.69	1,200	D	Â
Common Shares	10/08/2008	Â	P4	100	А	\$ 46.9	1,300	D	Â
Common Shares	10/15/2008	Â	P4	100	А	\$ 43.9668	1,400	D	Â

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Common	10/22/2008	Â	P/	100	۸	\$41	1,500	Л	Â	
Shares	10/22/2008	A	F4	100	А	φ <b>4</b> 1	1,500	D	A	

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

Persons who respond to the collection of informationSEC 2270contained in this form are not required to respond unless(9-02)the form displays a currently valid OMB control number.(9-02)

 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)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Securi (Instr.	nt of lying	8. Price of Derivative Security (Instr. 5)	9. of D S B O E I S F i Is F i (I
					Date Exercisable	Expiration Date	Title	Amount or Number		

	Date	Evniration		01		
	Date	Expiration	Title	Number		
	Exercisable	Expiration Date	THE	Number		
	LACICISADIC	Date		of		
(A) (D)				Shares		

## **Reporting Owners**

<b>Reporting Owner Name / Address</b>	Relationships						
I O	Director	10% Owner	Officer	Othe			
PAGE GREGORY R EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	ÂX	Â	Â	Â			
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		01	/29/200	19			

\*\*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

Note: File three copies of this Form, one of which must be manually signed. If space provided 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.