Edgar Filing: EATON CORP - Form 4

EATON CO	RP										
Form 4											
February 26	, 2009										
FORM	14	TATES	SECUD	TTIES A		TT A 1	NCE	COMMISSION	т	PPROVAL	
	UNITED S	IAIES		hington,			NGE		OMB Number:	3235-0287	
Check th	nis box		vv as	inington,	D.C. 203	747				January 31,	
if no longer subject to STATEMENT OF CHANG				GES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: 2009 Estimated average burden hours per response 0.9			
Form 5 obligatio may con <i>See</i> Instr 1(b). (Print or Type	Filed purs ons tinue. ruction) of the P	ublic Ut		ing Com	pany	Act o	ge Act of 1934, f 1935 or Sectio 40		. 0.3	
(I fint of Type	(csponses)										
RAWOT BILLIE K Symbol				er Name and Ticker or Trading N CORP [ETN]				5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M			Earliest Tra	-			(Che	ck all applicabl	e)	
	ENTER, 1111 SUF	,	(Month/Da	ay/Year)	insaction			Director X Officer (giv below) Sr V		% Owner her (specify	
	(Street)		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					
CLEVELA	ND, OH 44114								More than One R		
(City)	(State) (Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any			4. Securi onAcquired Disposed (Instr. 3,	l (A) c l of (D)	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
				Code V		(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)			
Common Shares	02/24/2009			А	2,100 (1)	А	\$0	34,555	D		
Common Shares								10,996.295 <u>(2)</u>	Ι	by trustee of ESP	

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.

Edgar Filing: EATON CORP - Form 4

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)	Code	5. Number tonof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)				8. Pr Deriv Secu (Inst
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Share Units	<u>(3)</u>	02/24/2009		А	1,300	<u>(4)</u>	(4)	Common Shares	1,300	\$

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
RAWOT BILLIE K EATON CENTER 1111 SUPERIOR AVE CLEVELAND, OH 44114			Sr VP and Controller				
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		02	2/26/2009				

**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 shares are held in the Eaton Savings Plan.
- (3) Each restricted share unit represents a contingent right to receive one common share of the issuer.
- (4) The restricted share 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.