## Edgar Filing: EATON CORP - Form 4

EATON CORP										
Form 4 October 04, 2010	n									
								OMB A	PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								NOMB Number:	3235-0287	
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instructio 1(b).	STATEM Filed pur Section 17(	<b>STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF</b> <b>SECURITIES</b> 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							January 31, 2005 average urs per . 0.5	
(Print or Type Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> PAGE GREGORY R			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)	(First) (A	Middle)	3. Date of	of Earliest T	ransaction		(Che	ek all applicable)		
EATON CENT	ER, 1111 SU	PERIOR		Day/Year) 2010			X_ Director Officer (giv below)		% Owner her (specify	
(Street)			4. If Amendment, Date Original Filed(Month/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> <li> Form filed by More than One Reporting</li> </ul>				
CLEVELAND,	OH 44114						Person		oporting	
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ransaction Date nth/Day/Year)	2A. Deemo Execution any (Month/Da	Date, if	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or of (D)	Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Reminder: Report o	n a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
·					Perso inform requir	ns who re nation con red to resp nys a curre	spond to the colle tained in this form ond unless the fo ently valid OMB co	n are not rm	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. Number of	6. Date Exercisable and	7. Title and Amount of	8. Pr
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	rivative		Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)					(Inst
			Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0	09/30/2010	А	144.18 (1)	(2)	(2)	Common Shares	144.18	\$ 7

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PAGE GREGORY R EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	Х					
Signatures						
/s/Kathleen S. O'Connor, as Attorney-in-Fact		10	)/04/2010	)		

\*\*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).

These Phantom Share Units were acquired by the reporting person's deferral of fees in the 2005 Non-Employee Director Fee Deferral(1) Plan. The number of Phantom Share Units acquired is based on the average of the mean prices for Eaton Common Shares for the twenty trading days immediately preceding the end of the calendar quarter in which the fees deferred were earned.

(2) This field is not applicable.

Represents the total number of Phantom Share Units allocated to the account of the reporting person pursuant to the Company's 1996(3) Non-Employee Director Fee Deferral Plan and 2005 Non-Employee Director Fee Deferral Plan and includes Phantom Share Units acquired pursuant to dividend reinvestment.

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.