

EATON CORP
Form 4
June 02, 2008

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CUTLER ALEXANDER M

(Last) (First) (Middle)

EATON CENTER, 1111 SUPERIOR AVE.

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
EATON CORP [ETN]

3. Date of Earliest Transaction (Month/Day/Year)
05/29/2008

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

Chairman and CEO; President

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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 (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership (Instr. 4)
				(A) or (D)	Price		
Common Shares	05/29/2008		S	100	D \$ 92.86	394,099	D
Common Shares	05/29/2008		S	11,100	D \$ 92.99	382,999	D
Common Shares	05/29/2008		S	13,869	D \$ 93	369,130	D
Common Shares	05/29/2008		S	400	D \$ 93.005	368,730	D
Common Shares	05/29/2008		S	3,000	D \$ 93.01	365,730	D

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Common Shares	05/29/2008	S	2,400	D	\$ 93.015	363,330	D
Common Shares	05/29/2008	S	100	D	\$ 93.019	363,230	D
Common Shares	05/29/2008	S	2,496	D	\$ 93.02	360,734	D
Common Shares	05/29/2008	S	600	D	\$ 93.025	360,134	D
Common Shares	05/29/2008	S	700	D	\$ 93.03	359,434	D
Common Shares	05/29/2008	S	500	D	\$ 93.04	358,934	D
Common Shares	05/29/2008	S	100	D	\$ 93.045	358,834	D
Common Shares	05/29/2008	S	2,600	D	\$ 93.05	356,234	D
Common Shares	05/29/2008	S	850	D	\$ 93.055	355,384	D
Common Shares	05/29/2008	S	300	D	\$ 93.06	355,084	D
Common Shares	05/29/2008	S	850	D	\$ 93.07	354,234	D
Common Shares	05/29/2008	S	400	D	\$ 93.075	353,834	D
Common Shares	05/29/2008	S	2,300	D	\$ 93.08	351,534	D
Common Shares	05/29/2008	S	400	D	\$ 93.085	351,134	D
Common Shares	05/29/2008	S	7,200	D	\$ 93.09	343,934	D
Common Shares	05/29/2008	S	3,500	D	\$ 93.095	340,434	D
Common Shares	05/29/2008	S	200	D	\$ 93.098	340,234	D
Common Shares	05/29/2008	S	11,800	D	\$ 93.1	328,434	D
Common Shares	05/29/2008	S	500	D	\$ 93.11	327,934	D
Common Shares	05/29/2008	S	300	D	\$ 93.12	327,634	D
	05/29/2008	S	100	D		327,534	D

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Common Shares					\$	93.125		
Common Shares	05/29/2008		S	401	D	\$ 93.13	327,133	D
Common Shares	05/29/2008		S	200	D	\$ 93.14	326,933	D
Common Shares	05/29/2008		S	2,700	D	\$ 93.15	324,233	D
Common Shares	05/29/2008		S	700	D	\$ 93.155	323,533	D

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

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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)	4. Transaction Code (Instr. 8)	5. Number of Derivative 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Beneficially (Instr. 5)
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CUTLER ALEXANDER M EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114	X		Chairman and CEO; President	

Signatures

/s/Kathleen S. O'Connor, as
Attorney-in-Fact

06/02/2008

__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).

Remarks:

This is Form 2 of 3.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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