EATON CORP
Form 4
June 06, 2006

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

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

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

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
BUENTE STEPHEN 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)
06/02/2006

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Shares	06/02/2006		M		2,461	A	$ 40.6	44,793 (1)	D	
Common Shares	06/02/2006		M		9,596	A	$ 38.05	54,389 (1)	D	
Common Shares	06/02/2006		M		40,200	A	$ 36.47	94,589 (1)	D	
Common Shares	06/02/2006		M		2,886	D	$ 34.65	91,703 (1)	D	
Common Shares	06/02/2006		S		1,800	D	$ 74.58	89,903 (1)	D	

Common Shares	06/02/2006	S	1,100	D	$ 74.56	88,803 (1)	D
Common Shares	06/02/2006	S	1,900	D	$ 74.55	86,903 (1)	D
Common Shares	06/02/2006	S	1,300	D	$ 74.54	85,603 (1)	D
Common Shares	06/02/2006	S	900	D	$ 74.53	84,703 (1)	D
Common Shares	06/02/2006	S	300	D	$ 74.52	84,403 (1)	D
Common Shares	06/02/2006	S	200	D	$ 74.51	84,203 (1)	D
Common Shares	06/02/2006	S	3,300	D	$ 74.5	80,903 (1)	D
Common Shares	06/02/2006	S	600	D	$ 74.49	80,303 (1)	D
Common Shares	06/02/2006	S	1,100	D	$ 74.48	79,203 (1)	D
Common Shares	06/02/2006	S	1,600	D	$ 74.47	77,603 (1)	D
Common Shares	06/02/2006	S	400	D	$ 74.45	77,203 (1)	D
Common Shares	06/02/2006	S	900	D	$ 74.44	76,303 (1)	D
Common Shares	06/02/2006	S	1,000	D	$ 74.43	75,303 (1)	D
Common Shares	06/02/2006	S	200	D	$ 74.42	75,103 (1)	D
Common Shares	06/02/2006	S	700	D	$ 74.41	74,403 (1)	D
Common Shares	06/02/2006	S	600	D	$ 74.4	73,803 (1)	D
Common Shares	06/02/2006	S	600	D	$ 74.39	73,203 (1)	D
Common Shares	06/02/2006	S	100	D	$ 74.38	73,103 (1)	D
Common Shares	06/02/2006	S	400	D	$ 74.37	72,703 (1)	D
Common Shares	06/02/2006	S	400	D	$ 74.36	72,303 (1)	D
	06/02/2006	S	600	D		71,703 (1)	D

Common Shares							$ 74.35			
Common Shares	06/02/2006		S		300	D	$ 74.34	71,403 (1)	D	
Common Shares	06/02/2006		S		100	D	$ 74.31	71,303 (1)	D	
Common Shares								5,818.33 (2)	I	by trustee of ESP

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

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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 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 o Underlying Securities (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	$ 38.05	06/02/2006	(3)	M			9,596	01/27/1999 (4)	01/27/2008	Common Shares	9,596
Stock Option	$ 36.47	06/02/2006	(3)	M			40,200	02/27/2002 (4)	02/27/2011	Common Shares	40,200
Stock Option	$ 40.6	06/02/2006	(3)	M			2,461	02/26/2003 (4)	02/26/2012	Common Shares	2,461
Stock Option	$ 34.65	06/02/2006	(3)	M			2,886	02/25/2004 (4)	02/25/2013	Common Shares	2,886

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BUENTE STEPHEN M EATON CENTER 1111 SUPERIOR AVE.			Sr VP and President-Automotive	

CLEVELAND, OH 44114

Signatures

/s/ Claudia J. Taller as attorney-in-fact	06/06/2006
**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.

(2) These shares are held in the Eaton Savings Plan.

(3) This field is not applicable.

(4) These options combined grants of Non-Qualified Stock Options and Incentive Stock Options. Thirty-five percent (35%) of the Non-Qualified Stock Options become exercisable on the first and second anniversaries of the date granted and thirty percent (30%) on the third anniversary of the date granted. The Incentive Stock Options are exercisable in their entirety three years from 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.
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