

EATON CORP
Form 4
January 19, 2007

FORM 4

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

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

**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
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(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)
01/17/2007

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)
			Code	V	Amount	(A) or (D) Price			
Common Shares	01/17/2007		S ⁽¹⁾		400	D \$ 76.02	195,738 ⁽²⁾	D	
Common Shares	01/17/2007		S ⁽¹⁾		400	D \$ 76.01	195,338 ⁽²⁾	D	
Common Shares	01/17/2007		S ⁽¹⁾		800	D \$ 76	194,538 ⁽²⁾	D	
Common Shares	01/17/2007		S ⁽¹⁾		100	D \$ 75.99	194,438 ⁽²⁾	D	
Common Shares	01/17/2007		S ⁽²⁾		200	D \$ 75.98	194,238 ⁽²⁾	D	

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Common Shares	01/17/2007	<u>S</u> (1)	399	D	\$ 75.95	193,839 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	400	D	\$ 75.92	193,439 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	200	D	\$ 75.91	193,239 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	400	D	\$ 75.9	192,839 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	300	D	\$ 75.88	192,539 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	200	D	\$ 75.87	192,339 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	300	D	\$ 75.86	192,039 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	300	D	\$ 75.85	191,739 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	400	D	\$ 75.84	191,339 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	100	D	\$ 75.83	191,239 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	800	D	\$ 75.81	190,439 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	300	D	\$ 75.78	190,139 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	400	D	\$ 75.77	189,739 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	900	D	\$ 75.76	188,839 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	700	D	\$ 75.75	188,139 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	1,200	D	\$ 75.55	186,939 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	1,100	D	\$ 75.52	185,839 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	600	D	\$ 75.35	185,239 (2)	D	
Common Shares	01/17/2007	<u>S</u> (1)	100	D	\$ 75.34	185,139 (2)	D	
Common Shares						15,949.269 (3)	I	by trustee of ESP
						1,000 (4)	I	by spouse

Common
Shares

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

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(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 of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

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/ Sean T. Peppard as
attorney-in-fact 01/19/2007

**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) The sale of shares reported in this Form 4 were effected pursuant to a Rule 105b-1 trading plan adopted by the reporting person on June 12, 2006.

(2) Certain of these shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.

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

(4) These shares are held in an Ohio Uniform Gifts for Minors account for a child of which Mr. Cutler's spouse is the custodian.

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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