Connor Christopher M Form 4 December 03, 2012

## FORM 4

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

OMB Number:

Check this box if no longer STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

3235-0287 January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Estimated average burden hours per response... 0.5

**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

1(b).

(Print or Type Responses)

11/30/2012

Stock

]			2. Issuer Name <b>and</b> Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			EATON CORP [ETN]					(Check all applicable)			
(Last)	(First) (M	liddle) 3. D	ate of Earli	est Tr	ansaction						
		(Mo	onth/Day/Yo	ear)				_X_ Director		Owner	
EATON CEI AVE.	NTER, 1111 SUF	PERIOR 11/	30/2012					Officer (give below)	e titleOthobelow)	er (specify	
	(Street) 4			4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check			
				Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44114								Form filed by More than One Reporting Person			
(City)	(State) (	Zip)	Table I - I	lon-D	erivative S	ecurit	ies Acc	quired, Disposed (	of, or Beneficial	lly Owned	
1.Title of	2. Transaction Date	2A. Deemed	3.		4. Securit	ies Ac	quired	5. Amount of	6. Ownership	7. Nature of	
Security (Month/Day/Year) Execution		Execution Da	on Date, if Transaction(A) or Disposed of			of	Securities	Indirect			
(Instr. 3)		any	Coc	le	(D)			Beneficially	(D) or	Beneficial	
		(Month/Day/Y	Year) (Ins	tr. 8)	(Instr. 3, 4 and 5)		Owned	Indirect (I)	I) Ownership		
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
			~			or		Transaction(s) (Instr. 3 and 4)			
C			Coo	le V	Amount	(D)	Price	,			
Common	11/30/2012		D		12 650	D	(1)	0	D		

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

D

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

D

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

12,650 D

<u>(1)</u>

0

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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. Transactio Code (Instr. 8)	orDeriv Secu Acqu Disp	umber of vative rities uired (A) or osed of (D) r. 3, 4, and	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Phantom Shares	\$ 0	11/30/2012		D		22,618.9	(2)	(2)	Common Shares	22,618.
Stock Option	\$ 37.505	11/30/2012		D		6,504	<u>(4)</u>	01/23/2017	Common Shares	6,504
Stock Option	\$ 37.21	11/30/2012		D		6,450	(5)	01/22/2018	Common Shares	6,450
Stock Option	\$ 38.54	11/30/2012		D		20,000	<u>(6)</u>	04/26/2016	Common Shares	20,000

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer Other				
Connor Christopher M EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114	X						

## **Signatures**

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

\*\*Signature of Reporting Person

## **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).

Date

("New Eaton") with and into Eaton, with Eaton surviving the merger as a wholly-owned subsidiary of New Eaton (the "Merger"), in exchange for ordinary shares of New Eaton, which was consummated simultaneous with and conditioned on New Eaton's acquisition of Cooper Industries plc by means of a "scheme of arrangement", an Irish statutory procedure under the Companies Act of 1963. At the effective time of the Merger, each Eaton common share was cancelled and converted into the right to receive one New Eaton ordinary share.

Represents shares of Eaton Corporation ("Eaton") disposed of pursuant to merger of a wholly-owned subsidiary of Eaton Corporation plc

- (2) This field is not applicable.
- (3) These phantom share units were assumed by New Eaton in the Merger and replaced with 22,618.9 New Eaton phantom share units with the same terms and conditions as the original Eaton phantom share units.
- (4) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 6,504 ordinary shares of New Eaton for \$37.505 with the same terms and conditions as the original Eaton stock option.

Reporting Owners 2

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- (5) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 6,450 ordinary shares of New Eaton for \$37.21 with the same terms and conditions as the original Eaton stock option.
- (6) This option, which was fully vested at the effective time of the Merger, was assumed by New Eaton in the Merger and replaced with an option to purchase 20,000 ordinary shares of New Eaton for \$38.54 with the same terms and conditions as the original Eaton stock option.

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.