

EATON CORP
Form 4
March 01, 2005

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
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 *
RAWOT BILLIE K

(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)

02/25/2005

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)

Vice President and Controller

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	02/25/2005	<u>(1)</u>	M		20,000	A	\$ 30.91	32,073.72	D
Common Shares	02/25/2005	<u>(1)</u>	S		1,100	D	\$ 69.6	30,973.72	D
Common Shares	02/25/2005	<u>(1)</u>	S		1,400	D	\$ 69.61	29,573.72	D
Common Shares	02/25/2005	<u>(1)</u>	S		1,000	D	\$ 69.62	28,573.72	D
Common Shares	02/25/2005	<u>(1)</u>	S		4,000	D	\$ 69.63	24,573.72	D

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Common Shares	02/25/2005	<u>(1)</u>	S	1,500	D	\$ 69.64	23,073.72	D	
Common Shares	02/25/2005	<u>(1)</u>	S	2,000	D	\$ 69.65	21,073.72	D	
Common Shares	02/25/2005	<u>(1)</u>	S	1,500	D	\$ 69.66	19,573.72	D	
Common Shares	02/25/2005	<u>(1)</u>	S	3,500	D	\$ 69.7	16,073.72	D	
Common Shares	02/25/2005	<u>(1)</u>	S	400	D	\$ 69.72	15,673.72	D	
Common Shares	02/25/2005	<u>(1)</u>	S	2,600	D	\$ 69.75	13,073.72	D	
Common Shares	02/25/2005	<u>(1)</u>	S	1,000	D	\$ 69.76	12,073.72	D	
Common Shares							9,887.619	I	by trustee of ESP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option	\$ 30.91	02/25/2005	<u>(1)</u>	M	20,000	07/21/1997 ⁽²⁾ 01/21/2007	Common Shares 20,000

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other
Vice President and Controller

RAWOT BILLIE K
EATON CENTER
1111 SUPERIOR AVE
CLEVELAND, OH 44114

Signatures

/s/ Claudia J. Taller as
attorney-in-fact

02/28/2005

__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) This field is not applicable.
- (2) These options are exercisable in their entirety 6 months 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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