

EATON CORP
Form 4
February 13, 2006

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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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOOKER GARY L

(Last) (First) (Middle)

6616 N. 64TH PLACE

(Street)

PARADISE VALLEY, AZ 85253

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

EATON CORP [ETN]

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

02/09/2006

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)

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	02/09/2006		M		3,862 A \$ 30.74	3,862	D
Common Shares	02/09/2006		M		5,110 A \$ 30.76	8,972	D
Common Shares	02/09/2006		M		4,790 A \$ 32.58	13,762	D
Common Shares	02/09/2006		M		4,704 A \$ 34.57	18,466	D
Common Shares	02/09/2006		M		6,456 A \$ 37.28	24,922	D
	02/09/2006		S		200 D	24,722	D

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Common Shares					\$ 67.03		
Common Shares	02/09/2006	S	200	D	\$ 67.02	24,522	D
Common Shares	02/09/2006	S	600	D	\$ 67.01	23,922	D
Common Shares	02/09/2006	S	1,000	D	\$ 67	22,922	D
Common Shares	02/09/2006	S	1,500	D	\$ 66.99	21,422	D
Common Shares	02/09/2006	S	80	D	\$ 66.98	21,342	D
Common Shares	02/09/2006	S	100	D	\$ 66.97	21,242	D
Common Shares	02/09/2006	S	620	D	\$ 66.96	20,622	D
Common Shares	02/09/2006	S	900	D	\$ 66.95	19,722	D
Common Shares	02/09/2006	S	400	D	\$ 66.94	19,322	D
Common Shares	02/09/2006	S	100	D	\$ 66.89	19,222	D
Common Shares	02/09/2006	S	200	D	\$ 66.88	19,022	D
Common Shares	02/09/2006	S	400	D	\$ 66.87	18,622	D
Common Shares	02/09/2006	S	700	D	\$ 66.84	17,922	D
Common Shares	02/09/2006	S	700	D	\$ 66.83	17,222	D
Common Shares	02/09/2006	S	700	D	\$ 66.8	16,522	D
Common Shares	02/09/2006	S	500	D	\$ 66.79	16,022	D
Common Shares	02/09/2006	S	800	D	\$ 66.78	15,222	D
Common Shares	02/09/2006	S	550	D	\$ 66.75	14,672	D
Common Shares	02/09/2006	S	950	D	\$ 66.73	13,722	D
	02/09/2006	S	1,100	D		12,622	D

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Common Shares					\$ 66.72		
Common Shares	02/09/2006	S	696	D	\$ 66.68	11,926	D
Common Shares	02/09/2006	S	204	D	\$ 66.67	11,722	D
Common Shares	02/09/2006	S	800	D	\$ 66.66	10,922	D
Common Shares	02/09/2006	S	1,000	D	\$ 66.65	9,922	D

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)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.74	02/09/2006	<u>(1)</u>	M		3,862		01/26/2000 <u>(2)</u>	01/26/2009	Common Shares	3,862
Stock Option	\$ 30.76	02/09/2006	<u>(1)</u>	M		5,110		01/25/2001 <u>(2)</u>	01/25/2010	Common Shares	5,110
Stock Option	\$ 32.58	02/09/2006	<u>(1)</u>	M		4,790		07/23/2001 <u>(2)</u>	01/23/2011	Common Shares	4,790
Stock Option	\$ 34.57	02/09/2006	<u>(1)</u>	M		4,704		07/22/2002 <u>(2)</u>	01/22/2012	Common Shares	4,704
Stock Option	\$ 37.28	02/09/2006	<u>(1)</u>	M		6,456		07/21/2003 <u>(2)</u>	01/21/2013	Common Shares	6,456

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOKER GARY L 6616 N. 64TH PLACE PARADISE VALLEY, AZ 85253		X		

Signatures

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

02/13/2006

__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) 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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