

EATON CORP  
Form 4  
February 23, 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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
COOK SUSAN J

(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)

02/21/2006

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)

Vice President-Human Resources

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Shares	02/21/2006		S		200	D \$ 69.14	132,400	D	
Common Shares	02/21/2006		S		100	D \$ 69.13	132,300	D	
Common Shares	02/21/2006		S		900	D \$ 69.12	131,400	D	
Common Shares	02/21/2006		S		100	D \$ 69.11	131,300	D	
Common Shares	02/21/2006		S		300	D \$ 69.1	131,000	D	

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Common Shares	02/21/2006	S	200	D	\$ 69.07	130,800	D
Common Shares	02/21/2006	S	100	D	\$ 69.04	130,700	D
Common Shares	02/21/2006	S	200	D	\$ 69.03	130,500	D
Common Shares	02/21/2006	S	600	D	\$ 69.01	129,900	D
Common Shares	02/21/2006	S	1,100	D	\$ 69	128,800	D
Common Shares	02/21/2006	S	600	D	\$ 68.9	128,200	D
Common Shares	02/21/2006	S	400	D	\$ 68.89	127,800	D
Common Shares	02/21/2006	S	100	D	\$ 68.87	127,700	D
Common Shares	02/21/2006	S	1,000	D	\$ 68.85	126,700	D
Common Shares	02/21/2006	S	700	D	\$ 68.84	126,000	D
Common Shares	02/21/2006	S	200	D	\$ 68.83	125,800	D
Common Shares	02/21/2006	S	900	D	\$ 68.82	124,900	D
Common Shares	02/21/2006	S	200	D	\$ 68.81	124,700	D
Common Shares	02/21/2006	S	1,200	D	\$ 68.8	123,500	D

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	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. Nu Deriv Secur Bene Own Follo Repo
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Disposed  
of (D)  
(Instr. 3,  
4, and 5)

Trans  
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COOK SUSAN J EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114			Vice President-Human Resources	

## Signatures

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

02/23/2006

\_\_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).

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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