EATON CORP Form 4

January 16, 2007 FORM 4

OMB APPROVAL

3235-0287

January 31,

OMB

Number:

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

Expires: 2005 Estimated average burden hours per response... 0.5

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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 See Instruction

SECURITIES

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person COOK SUSAN J	2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction	(Check an appreciate)			
EATON CENTER, 1111 SUPERIOR AVE.	(Month/Day/Year) 01/11/2007	Director 10% Owner Officer (give title below)			
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAND, OH 44114		Form filed by More than One Reporting Person			

(City)	(State)	Zip) Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Shares	01/11/2007		S(1)	100	D	\$ 72.11	400	D	
Common Shares	01/11/2007		S(1)	100	D	\$ 72.03	300	D	
Common Shares	01/11/2007		S(1)	200	D	\$ 71.99	100	D	
Common Shares	01/11/2007		S(1)	100	D	\$ 71.98	0	D	
Common Shares							4,746.779 <u>(2)</u>	I	by trustee of ESP

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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)

> 9. Nu Deriv Secur Bene Own Follo Repo Trans

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	Date Exerc	cisable and	7. Title a	and	8. Price of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orNumber	Expiration Da	ate	Amount	of	Derivative	
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underlyi	ing	Security	
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	
	Derivative				Securities			(Instr. 3	and 4)		
	Security				Acquired						
					(A) or						
					Disposed						
					of (D)						
					(Instr. 3,						
					4, and 5)						
								Δ	mount		
								or			
						Date	e Expiration	Title N			
						Exercisable Date	Date	of			
				Code V	(A) (D)				hares		
					(1-)			- 01			

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/ Sean T. Peppard as attorney-in-fact 01/16/2007

**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) These shares are held in the Eaton Savings Plan.

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.

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