## Edgar Filing: EATON CORP - Form 4/A

EATON COF	RP										
Form 4/A											
April 29, 201	1										
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION								-	OMB APPROVAL		
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMB Number:	3235-0287		
Check this								Expires:	January 31,		
if no long subject to	HANGES IN I	GES IN BENEFICIAL OWNERSHI				Estimated a	2005 average				
Section 16	<b>5</b> .		SECUR	SECURITIES				burden hours per			
Form 4 or						response	•				
Form 5 obligation	- ·						ge Act of 1934,				
may conti			•	•	• •		f 1935 or Sectio	n			
See Instru	ction	30(h) of th	he Investment	Company	y Act	of 19	40				
1(b).											
(Print or Type R	esponses)										
1. Name and Ad LAUTENBA	Issuer Name <b>and</b> ibol	uer Name <b>and</b> Ticker or Trading			5. Relationship of Reporting Person(s) to Issuer						
2110121(21		•		N CORP [ETN]							
			Ľ					(Check all applicable)			
(Last)	(First) (I	,	Date of Earliest Tra	ansaction			V D'	100			
EATON CE	onth/Day/Year)	-				_X_ Director 10% Owner Officer (give title Other (specify					
AVENUE	<b>UILK</b> , 1111 50	LIGIOR 01/	20/2011				below)	below)	· · ·		
	(Streat)	4 14	Amondmont Do	ta Original			6 Individual on I	aint/Crown Fili	n c (Chh		
			d(Month/Day/Year)	endment, Date Original				6. Individual or Joint/Group Filing(Check Applicable Line)			
	28/2011				_X_ Form filed by One Reporting Person						
CLEVELAN	ID, OH 44114	01/	20,2011				Form filed by M Person	More than One Ro	eporting		
(City)	(State)	(Zip)	Table I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficial	lly Owned		
1.Title of	2. Transaction Dat	e 2A. Deemed	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of		
Security	(Month/Day/Year)	Execution Da		onAcquired			Securities	Form: Direct	Indirect		
(Instr. 3)		any (Month/Dou/	CodeDisposed of (D)Day/Year)(Instr. 8)(Instr. 3, 4 and 5)			Beneficially	(D) or Indirect (I)	Beneficial			
		(Month/Day/	Year) (Instr. 8)	(Instr. 5,	4 and	5)	Owned Following	(Instr. 4)	Ownership (Instr. 4)		
					(1)		Reported	(	(		
					(A) or		Transaction(s)				
			Code V	Amount	(D)	Price	(Instr. 3 and 4)				
Common				1,071							
Shares	01/26/2011		А	(1) (2)	А	\$0	12,216 <u>(3)</u>	D			
Siluiob				(3)							

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
LAUTENBACH NED C EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	Х						
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		04/29/2011					
**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) These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (2) Share amount amended to reflect the correct amount of shares awarded to reporting person on January 26, 2011. This amount was under-reported on the Form 4 filed January 28, 2011 due to administrative error.
- (3) Share amounts are reported as of January 28, 2011, the original filing date of this report, and do not reflect the 2-for-1 stock split of the common stock of the issuer which occured on February 28, 2011.

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.