## Edgar Filing: EATON CORP - Form 4

EATON CO	RP										
Form 4											
August 17, 2	011										
FORM	14								OMB AF	PROVAL	
	UNITE	DSTATES		shington,			NGE C	COMMISSION	OMB Number:	3235-0287	
Check th	is box		v v az	,iiiigtoii,	D.C. 20	547				January 31,	
if no longer subject to STATEMENT OF CHAN				GES IN BENEFICIAL OWNE				NERSHIP OF	Expires:	2005	
subject to Section 1					SECURITIES				Estimated average burden hours per		
Form 4 o									response	0.5	
Form 5 obligation	<b>*</b>						•	e Act of 1934,			
may cont		· /		•	U	· ·		1935 or Section	1		
See Instru 1(b).	uction	50(II)	of the In	vestment	Compar	iy Ac	t 01 194	0			
1(0).											
(Print or Type I	Responses)										
	ddress of Reporting	ng Person _		r Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer			
CRITELLI MICHAEL J Symbol											
				ON CORP [ETN]				(Check all applicable)			
(Last)	(First)	(Middle)		f Earliest Tr	ansaction			X Director	100/	Owner	
EATON CE	NTER, 1111 S	UPERIOR	(Month/D 08/15/2)					Officer (give		er (specify	
AVENUE	,		00,10,2					below)	below)		
	(Street)		4. If Ame	ndment, Da	te Origina	1		6. Individual or Jo	int/Group Filin	g(Check	
			Filed(Mor	Ionth/Day/Year)				Applicable Line)			
								_X_ Form filed by C Form filed by M	1 0		
CLEVELA	ND, OH 44114							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of	2. Transaction D	Date 2A. Deer	med	3.	4. Securi	ties A	cquired	5. Amount of	6. Ownership	7. Nature of	
Security	(Month/Day/Yea	ar) Executio any	n Date, if	Transactio		-		Securities	Form: Direct (D) or		
(Instr. 3)		Code (Instr. 3, 4 and 5) Day/Year) (Instr. 8)				5)	Beneficially Owned	Beneficial Ownership			
		<b>X</b>		(				Following	Indirect (I) (Instr. 4)	(Instr. 4)	
						(A)		Reported Transaction(s)			
				Code V	A	or	Delas	(Instr. 3 and 4)			
Common				Code V		(D)	Price \$				
Shares	08/15/2011			М	3,912	А	<sup>0</sup> 18.64	72,138 <u>(1)</u>	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.

 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. Number prof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		20		8. D S (I
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option	\$ 18.64 (2)	08/15/2011		М	3,912 (2)	07/21/2003	01/21/2013	Common Shares	3,912	

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CRITELLI MICHAEL J EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	Х						
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact	08/17/2011						
**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) Holdings have been adjusted to reflect the 2-for-1 stock split of the Issuer's common stock on February 28, 2011.

(2) This option has been adjusted for 2-for-1 stock split 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.