

Edgar Filing: EATON CORP - Form S-8

EATON CORP
Form S-8
July 30, 2002

As Filed with the Securities and Exchange Commission on July 30, 2002

Registration No. 333-

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SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EATON CORPORATION
(Exact name of issuer as specified in its charter)

Ohio

34-0196300

(State of Incorporation)

(IRS Employer Identification No.)

Eaton Center, Cleveland, Ohio 44114
(Address of principal executive offices)

EATON CORPORATION INCENTIVE COMPENSATION DEFERRAL PLAN

(Full Title of Plan)

E. R. Franklin, Secretary
Eaton Center, Cleveland, Ohio 44114
(Name and address of agent for service)

Telephone number, including area code,
of agent for service: (216) 523-4103

CALCULATION OF REGISTRATION FEE

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Title of Securities to be	Amount to be	Proposed Maximum Offering Price	Proposed Maximum Aggregate Offering	Amount of Registration
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Registered	Registered	Per Share	Price (1)	Fee

Common Shares with a par value of \$.50 each	100,000	N/A	\$6,695,000.00	\$615.94
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(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457, (based on a closing price of \$66.95 per share on July 26, 2002)

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Pursuant to Instruction E to Form S-8, the information contained in registration Statement No. 333-22597 is hereby incorporated by reference into this Registration Statement, except as set forth below under Item 8.

Item 8. Exhibits

See List of Exhibits at page 3.

SIGNATURES

THE REGISTRANT -- Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on the 30th day of July, 2002.

EATON CORPORATION

By /s/ J. R. Horst

J. R. Horst
Vice President
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name	Title	Date
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*

Alexander M. Cutler

Chairman and Chief Executive
Officer; Principal Executive
Officer; Director

July 30, 2002

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Richard H. Fearon

Executive Vice President - Chief
Financial and Planning Officer;
Principal Financial Officer

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Billie K. Rawot

Vice President and Controller;
Principal Accounting Officer

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Michael J. Critelli

Director

*

Ernie Green

Director

*

Deborah L. McCoy

Director

*

John R. Miller

Director

*

Furman C. Moseley

Director

*

Victor A. Pelson

Director

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*

Director

Gary L. Tooker

*By /s/ DAVID M. O'LOUGHLIN

David M. O'Loughlin, Attorney-in-Fact
for the Officers and Directors
signing in the capacities indicated

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EXHIBIT INDEX

Exhibit
Number

23	Consent of Ernst & Young LLP.
24	Power of Attorney.