Edgar Filing: EATON CORP - Form 4

EATON CO Form 4	RP									
March 11, 20	005									
FORM	14					NGEO		OMB AF	PROVAL	
	UNITED	STATES SE	CURITIES A Washington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long	ter.	ENT OF C	HANCES IN	BENEF	СТА	LOW	NEDSHID OF	Expires:	January 31, 2005	
subject to Section 16. Form 4 or			SECUR		ICIA		LEKSHIF OF	Estimated a burden hour response		
Form 5 obligatio may cont <i>See</i> Instru 1(b).	$\frac{ns}{tinue}$. Section 17(a) of the Pub	ion 16(a) of th lic Utility Hold he Investment	ding Con	npany	y Act of	1935 or Section			
(Print or Type I	Responses)									
1. Name and Address of Reporting Person <u>*</u> PARMENTER R E			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			EATON CORP [ETN] 3. Date of Earliest Transaction				(Check all applicable)			
EATON CENTER, 1111 SUPERIOR AVE.			(Month/Day/Year)				Director 10% Owner X_ Officer (give title Other (specify below) Vice President and Treasurer			
	(Street)		f Amendment, Da ed(Month/Day/Year	-	1		6. Individual or Jo Applicable Line)			
CLEVELA	ND, OH 44114						_X_ Form filed by C Form filed by M Person			
(City)	(State)	Zip)	Table I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Da any (Month/Day/Y	Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) ay/Year) (Instr. 8) (A)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)			
Common Shares	03/09/2005	(1)	М	5,000	А	\$ 30.91	8,842	D		
Common Shares	03/09/2005	<u>(1)</u>	S	2,200	D	\$ 69.85	6,642	D		
Common Shares	03/09/2005	(1)	S	2,000	D	\$ 69.9	4,642	D		
Common Shares	03/09/2005	<u>(1)</u>	S	800	D	\$ 70	3,842	D		
Common Shares							4,511.84	Ι	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.

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. Transactic Code (Instr. 8)	5. Number on f Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 30.91	03/09/2005	<u>(1)</u>	М	5,000	07/21/1997(2)	01/21/2007	Common Shares	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
PARMENTER R E EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114			Vice President and Treasurer				
Signatures							
/s/ Claudia J. Taller as attorney-in-fact		03/11/20	005				
**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) This field is not applicable.
- (2) These options are exercisable in their entirety 6 months from the date of grant.

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.