

EATON CORP

Form 4

December 15, 2005

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEMELSBERGER KEN D

(Last) (First) (Middle)

**EATON CENTER, 1111 SUPERIOR
AVE**

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EATON CORP [ETN]

3. Date of Earliest Transaction
(Month/Day/Year)
12/13/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

VP - Strategic Planning

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 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 | | |
| Common Shares | 12/13/2005 | <u>(1)</u> | M | | 18,000 | A | \$ 36.47 | 38,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | M | | 23,234 | A | \$ 30.76 | 61,255 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | | 2,000 | D | \$ 65.96 | 59,255 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | | 700 | D | \$ 65.97 | 58,555 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | | 200 | D | \$ 65.98 | 58,355 | D |

Edgar Filing: EATON CORP - Form 4

| | | | | | | | | |
|---------------|------------|------------|---|--------|---|----------|--------|---|
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 1,100 | D | \$ 65.99 | 57,255 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 1,800 | D | \$ 66 | 55,455 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 500 | D | \$ 66.01 | 54,955 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 2,000 | D | \$ 66.06 | 52,955 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 2,034 | D | \$ 66.09 | 50,921 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 10,000 | D | \$ 66.12 | 40,921 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 1,900 | D | \$ 66.13 | 39,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 3,000 | D | \$ 66.14 | 36,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 2,100 | D | \$ 66.15 | 33,921 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 5,900 | D | \$ 65.95 | 28,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 3,000 | D | \$ 66.17 | 25,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 5,000 | D | \$ 66.18 | 20,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 2,000 | D | \$ 66.16 | 18,021 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 200 | D | \$ 66.18 | 17,821 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 2,473 | D | \$ 66.19 | 15,348 | D |
| Common Shares | 12/13/2005 | <u>(1)</u> | S | 2,600 | D | \$ 66.26 | 12,748 | 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.

SEC 1474
(9-02)

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

Edgar Filing: EATON CORP - Form 4

| 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. Transaction Code (Instr. 8) | 5. Number of 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 Amount of Underlying Securities (Instr. 3 and 4) | | | |
|---|---|---|---|---|--|--|-----|---|--------------------|------------------|-------------------------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 30.76 | 12/13/2005 | <u>(1)</u> | M | | 23,234 | | 01/25/2001 ⁽²⁾ | 01/25/2010 | Common Shares | 23,234 |
| Stock Option | \$ 36.47 | 12/13/2005 | <u>(1)</u> | M | | 18,000 | | 02/27/2002 ⁽²⁾ | 02/27/2011 | Common Shares | 18,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|--|----------------------------------|
| | Director 10% Owner Officer Other |
| SEMELSBERGER KEN D EATON CENTER 1111 SUPERIOR AVE CLEVELAND, OH 44114 | VP - Strategic Planning |

Signatures

/s/ Claudia J. Taller as
attorney-in-fact 12/15/2005

__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) Thirty-three percent (33%) of these options become exercisable on the first and second anniversaries of the date granted and thirty-four percent (34%) on the third anniversary of the date granted.

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.