**EATON CORP** Form 4 January 25, 2008

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL** OMB 3235-0287

Number: January 31,

Expires: 2005 Estimated average

0.5

burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

**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

may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * SEMELSBERGER KEN D			2. Issuer Name <b>and</b> Ticker or Trading Symbol EATON CORP [ETN]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
EATON CENTER, 1111 SUPERIOR AVE			01/23/2008	_X_ Officer (give title Other (spec below)		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CLEVELAN	ID, OH 44114			Form filed by More than One Reporting Person		

(City)	(State) (	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or	Price	Transaction(s) (Instr. 3 and 4)		
Common Shares	01/23/2008	<u>(1)</u>	M(2)	2,323	A	\$ 38.05	16,215	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 76.18	16,115	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	300	D	\$ 76.36	15,815	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 76.53	15,715	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 76.54	15,615	D	

Edgar Filing: EATON CORP - Form 4

Common Shares	01/23/2008	<u>(1)</u>	S(3)	200	D	\$ 77	15,415	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.01	15,315	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.08	15,215	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.31	15,115	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.32	15,015	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.34	14,915	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.44	14,815	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.62	14,715	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 77.63	14,615	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 78.7	14,515	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 78.76	14,415	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 78.8	14,315	D	
Common Shares	01/23/2008	<u>(1)</u>	S(3)	100	D	\$ 78.82	14,215	D	
Common Shares	01/23/2008	(1)	S(3)	323	D	\$ 78.83	13,892	D	
Common Shares							1,717.833	I	by trustee of ESP (4)

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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$ 

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	omf Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

Edgar Filing: EATON CORP - Form 4

Derivative (A) or Security Disposed of (D)

(Instr. 3, 4, and 5)

Code V (A) (D) Date Exercisable Expiration

Expiration Title Date

Amount

Number of Shares

or

Stock Option \$ 38.05 01/23/2008 (1) M(2) 2,323 07/2

2,323 07/27/1998<u>(5)</u> 01/27/2008

Common Shares 2,323

## **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/Kathleen S. O'Connor, as Attorney-in-Fact

01/25/2008

\*\*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) The exercise of options reported in this Form 4 was effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2007.
- (3) The sales of shares reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 13, 2007.
- (4) These shares are held in the Eaton Savings Plan.
- (5) 1998 Performance Options 50% of these options vested when a market price goal for Eaton shares was met. The remaining 50% vested on January 17, 2008 (10 days before the expiration of their ten-year term).

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.

Reporting Owners 3