

Brabander Cynthia K  
 Form 3  
 March 02, 2012

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

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**INITIAL STATEMENT OF 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

(Print or Type Responses)

|   |         |                                      |  |  |
|---|---------|--------------------------------------|--|--|
| 1. Name and Address of Reporting Person * |         | 2. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â Brabander Cynthia K                     |         | (Month/Day/Year)                     | EATON CORP [ETN]                                 |  |
| (Last)                                    | (First) | (Middle)                             | 03/01/2012                                       |  |
| EATON CENTER,Â 1111 SUPERIOR AVENUE       |         |                                      | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)       |
| (Street)                                  |         |                                      | (Check all applicable)                           |  |
| CLEVELAND,Â OHÂ 44114                     |         |                                      | ___ Director                                     | ___ 10% Owner  |
| (City)                                    | (State) | (Zip)                                | <u> X </u> Officer                               | ___ Other  |
|   |         |                                      | (give title below)                               | (specify below)  |
|   |         |                                      | EVP & Chief Human Res. Officer                   | 6. Individual or Joint/Group Filing(Check Applicable Line) |
|   |         |                                      |  | <u> X </u> Form filed by One Reporting Person              |
|   |         |                                      |  | ___ Form filed by More than One Reporting Person           |

**Table I - Non-Derivative Securities Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares                   | 5,875.958   | D  | Â   |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

SEC 1473 (7-02)

**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 Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of Derivative Security | 5. Ownership Form of Derivative Security: Direct (D) | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|--|--|---|
|--|--|---|--|--|---|

## Edgar Filing: Brabander Cynthia K - Form 3

|                        | Date Exercisable | Expiration Date | Amount or Number of Shares | or Indirect (I) (Instr. 5) |
|------------------------|------------------|-----------------|----------------------------|----------------------------|
| Restricted Stock Units | 02/21/2013       | 02/21/2022      | 3,300                      | \$ 0                       |
| Stock Option           | 02/21/2013       | 02/21/2022      | 12,350                     | \$ 51.94                   |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                                |       |
|--|---------------|-----------|--------------------------------|-------|
|  | Director      | 10% Owner | Officer                        | Other |
| Brabander Cynthia K<br>EATON CENTER<br>1111 SUPERIOR AVENUE<br>CLEVELAND, OH 44114 |               |           | EVP & Chief Human Res. Officer |       |

## Signatures

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

03/03/2012

\*\*Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, see Instruction 5(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 restricted stock units vest as follows: 33% of the total shares granted vest on the first and second anniversary of the date of the grant and the remaining 34% of the total shares granted vest on the third anniversary of the date of the grant.
- (3) Thirty-three percent (33%) of these options become exercisable on the first and second anniversary 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.

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