

BUENTE STEPHEN M
Form 144
November 17, 2003

OMB APPROVAL
OMB Number: 3235-0101
Expires: August 31, 2003
Estimated average burden hours per response...2.0

SEC USE ONLY
DOCUMENT SEQUENCE NO.
CUSIP NUMBER
WORK LOCATION

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) Name of Issuer	(b) IRS Ident. No.	(c) S.E.C. File No.
Eaton Corporation _____	34-0196300 _____	1-1396 _____
(d) Address of Issuer	(e) Telephone	
Eaton Center, 1111 Superior Avenue _____	Cleveland , OH 44114 _____	216 523-5000 _____
(Street)	(City) (State) (Zip Code)	(Area Code) (Number)
2(a) Name of Person For Whose Account the Securities are to be Sold	(b) IRS Ident. No.	(c) Relationship to Issuer
Stephen M. Buente _____	_____ _____	Sr. Vice President and Group Executive _____ _____

Edgar Filing: BUENTE STEPHEN M - Form 144

(d) Address

Eaton Center 1111 Superior Avenue

(Street)

Cleveland , OH 44114

(City) (State) (Zip Code)

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number*

3(a) Title of the Class of Securities to be Sold	(b) Name and Address of Each Broker Through Whom the Securities Are to be Offered or Each Market Maker Who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units to be Sold <i>(See Instr. 3(c))</i>	(d) Aggregate Market Value <i>(See Instr. 3(d))</i>	(e) Number of Shares or Other Units Outstanding <i>(See Instr. 3(e))</i>	(f) Approximate Date of Sale (Mo/Day/Yr) <i>(See Instr. 3(f))</i>	(g) Name of Each Securities Exchange <i>(See Instr. 3(g))</i>
Common Shares	Adam Ronzoni Citigroup Asset Management, Smith Barney 399 Park Avenue, 4th Floor New York, NY 10022		6970	\$707,036.80	75,100,000	11/18/2003	NYSE

INSTRUCTIONS:

- Name of issuer
 - Issuer's I.R.S. Identification Number
 - Issuer's S.E.C. file number, if any
 - Issuer's address, including zip code
 - Issuer's telephone number, including area code
- Name of person for whose account the securities are to be sold
 - Such person's I.R.S. Identification number, if such person is an entity
 - Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing)
 - Such person's address, including zip code
- Title of the class of securities to be sold
 - Name and Address of each broker through whom the securities are intended to be sold
 - Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
 - Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
 - Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
 - Approximate date on which the securities are to be sold
 - Name of each securities exchange, if any, on which the securities are intended to be sold

	SECURITY	PRICE PER SHARE (\$)	PERCENT OF OFFERING	DATE OF SALE
1.	Common stock, \$0.001 par value	0.001	0.00%	1987-1988
2.	Preferred stock, \$0.001 par value	0.001	0.00%	1987-1988
3.	Bond payable	1.00	1.00%	1987-1988
4.	Convertible bond payable	1.00	1.00%	1987-1988
5.	Warrant	1.00	1.00%	1987-1988
6.	Call option	1.00	1.00%	1987-1988
7.	Put option	1.00	1.00%	1987-1988
8.	Forward contract	1.00	1.00%	1987-1988
9.	Futures contract	1.00	1.00%	1987-1988
10.	Swap agreement	1.00	1.00%	1987-1988
11.	Interest rate swap	1.00	1.00%	1987-1988
12.	Currency swap	1.00	1.00%	1987-1988
13.	Commodity swap	1.00	1.00%	1987-1988
14.	Equity swap	1.00	1.00%	1987-1988
15.	Derivative security	1.00	1.00%	1987-1988
16.	Structured product	1.00	1.00%	1987-1988
17.	Asset-backed security	1.00	1.00%	1987-1988
18.	Mortgage-backed security	1.00	1.00%	1987-1988
19.	Collateralized debt obligation	1.00	1.00%	1987-1988
20.	Securitization vehicle	1.00	1.00%	1987-1988
21.	Special purpose vehicle	1.00	1.00%	1987-1988
22.	Trust	1.00	1.00%	1987-1988
23.	Insurance policy	1.00	1.00%	1987-1988
24.	Pension plan	1.00	1.00%	1987-1988
25.	Employee benefit plan	1.00	1.00%	1987-1988
26.	Retirement fund	1.00	1.00%	1987-1988
27.	Investment fund	1.00	1.00%	1987-1988
28.	Hedge fund	1.00	1.00%	1987-1988
29.	Private equity fund	1.00	1.00%	1987-1988
30.	Venture capital fund	1.00	1.00%	1987-1988
31.	Real estate investment trust	1.00	1.00%	1987-1988
32.	REMIC trust	1.00	1.00%	1987-1988
33.	Securitized trust	1.00	1.00%	1987-1988
34.	Special dividend	1.00	1.00%	1987-1988
35.	Stock repurchase program	1.00	1.00%	1987-1988
36.	Share buyback	1.00	1.00%	1987-1988
37.	Dividend payment	1.00	1.00%	1987-1988
38.	Interest payment	1.00	1.00%	1987-1988
39.	Principal payment	1.00	1.00%	1987-1988
40.	Redemption payment	1.00	1.00%	1987-1988
41.	Settlement payment	1.00	1.00%	1987-1988
42.	Liquidity facility	1.00	1.00%	1987-1988
43.	Letter of credit	1.00	1.00%	1987-1988
44.	Standby letter of credit	1.00	1.00%	1987-1988
45.	Performance guarantee	1.00	1.00%	1987-1988
46.	Payment bond	1.00	1.00%	1987-1988
47.	Contract bond	1.00	1.00%	1987-1988
48.	Commercial bond	1.00	1.00%	1987-1988
49.	Financial institution bond	1.00	1.00%	1987-1988
50.	Government bond	1.00	1.00%	1987-1988
51.	Municipal bond	1.00	1.00%	1987-1988
52.	Corporate bond	1.00	1.00%	1987-1988
53.	High-yield bond	1.00	1.00%	1987-1988
54.	Subordinated bond	1.00	1.00%	1987-1988
55.	Convertible bond	1.00	1.00%	1987-1988
56.	Callable bond	1.00	1.00%	1987-1988
57.	Puttable bond	1.00	1.00%	1987-1988
58.	Indexed bond	1.00	1.00%	1987-1988
59.	Zero coupon bond	1.00	1.00%	1987-1988
60.	Treasury bill	1.00	1.00%	1987-1988
61.	Treasury note	1.00	1.00%	1987-1988
62.	Treasury bond	1.00	1.00%	1987-1988
63.	Agency bond	1.00	1.00%	1987-1988
64.	Asset-backed security	1.00	1.00%	1987-1988
65.	Mortgage-backed security	1.00	1.00%	1987-1988
66.	Collateralized debt obligation	1.00	1.00%	1987-1988
67.	Securitization vehicle	1.00	1.00%	1987-1988
68.	Special purpose vehicle	1.00	1.00%	1987-1988

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(if gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common	11/18/2003	Option Exercise	Eaton Corporation	6970	11/18/2003	Cash

INSTRUCTIONS:

1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.
2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

SECURITY	DATE OF SALE	PROCEEDS	USE OF PROCEEDS
1. <u>U.S. GOVERNMENT SECURITIES</u>			
2. <u>NON-convertible PREFERRED STOCK</u>			
3. <u>COMMON STOCK</u>			
4. <u>OTHER SECURITIES</u>			
5. <u>OTHER INVESTMENTS</u>			
6. <u>SALES OF INVESTMENTS</u>			
7. <u>SALES OF INVESTMENTS</u>			
8. <u>SALES OF INVESTMENTS</u>			
9. <u>SALES OF INVESTMENTS</u>			
10. <u>SALES OF INVESTMENTS</u>			
11. <u>SALES OF INVESTMENTS</u>			
12. <u>SALES OF INVESTMENTS</u>			
13. <u>SALES OF INVESTMENTS</u>			
14. <u>SALES OF INVESTMENTS</u>			
15. <u>SALES OF INVESTMENTS</u>			
16. <u>SALES OF INVESTMENTS</u>			
17. <u>SALES OF INVESTMENTS</u>			
18. <u>SALES OF INVESTMENTS</u>			
19. <u>SALES OF INVESTMENTS</u>			
20. <u>SALES OF INVESTMENTS</u>			
21. <u>SALES OF INVESTMENTS</u>			
22. <u>SALES OF INVESTMENTS</u>			
23. <u>SALES OF INVESTMENTS</u>			
24. <u>SALES OF INVESTMENTS</u>			
25. <u>SALES OF INVESTMENTS</u>			
26. <u>SALES OF INVESTMENTS</u>			
27. <u>SALES OF INVESTMENTS</u>			
28. <u>SALES OF INVESTMENTS</u>			
29. <u>SALES OF INVESTMENTS</u>			
30. <u>SALES OF INVESTMENTS</u>			
31. <u>SALES OF INVESTMENTS</u>			
32. <u>SALES OF INVESTMENTS</u>			
33. <u>SALES OF INVESTMENTS</u>			
34. <u>SALES OF INVESTMENTS</u>			
35. <u>SALES OF INVESTMENTS</u>			
36. <u>SALES OF INVESTMENTS</u>			
37. <u>SALES OF INVESTMENTS</u>			
38. <u>SALES OF INVESTMENTS</u>			
39. <u>SALES OF INVESTMENTS</u>			
40. <u>SALES OF INVESTMENTS</u>			
41. <u>SALES OF INVESTMENTS</u>			
42. <u>SALES OF INVESTMENTS</u>			
43. <u>SALES OF INVESTMENTS</u>			
44. <u>SALES OF INVESTMENTS</u>			
45. <u>SALES OF INVESTMENTS</u>			
46. <u>SALES OF INVESTMENTS</u>			
47. <u>SALES OF INVESTMENTS</u>			
48. <u>SALES OF INVESTMENTS</u>			
49. <u>SALES OF INVESTMENTS</u>			
50. <u>SALES OF INVESTMENTS</u>			
51. <u>SALES OF INVESTMENTS</u>			
52. <u>SALES OF INVESTMENTS</u>			
53. <u>SALES OF INVESTMENTS</u>			
54. <u>SALES OF INVESTMENTS</u>			
55. <u>SALES OF INVESTMENTS</u>			
56. <u>SALES OF INVESTMENTS</u>			
57. <u>SALES OF INVESTMENTS</u>			
58. <u>SALES OF INVESTMENTS</u>			
59. <u>SALES OF INVESTMENTS</u>			
60. <u>SALES OF INVESTMENTS</u>			
61. <u>SALES OF INVESTMENTS</u>			
62. <u>SALES OF INVESTMENTS</u>			
63. <u>SALES OF INVESTMENTS</u>			
64. <u>SALES OF INVESTMENTS</u>			
65. <u>SALES OF INVESTMENTS</u>			
66. <u>SALES OF INVESTMENTS</u>			
67. <u>SALES OF INVESTMENTS</u>			
68. <u>SALES OF INVESTMENTS</u>			
69. <u>SALES OF INVESTMENTS</u>			
70. <u>SALES OF INVESTMENTS</u>			
71. <u>SALES OF INVESTMENTS</u>			
72. <u>SALES OF INVESTMENTS</u>			
73. <u>SALES OF INVESTMENTS</u>			
74. <u>SALES OF INVESTMENTS</u>			
75. <u>SALES OF INVESTMENTS</u>			
76. <u>SALES OF INVESTMENTS</u>			
77. <u>SALES OF INVESTMENTS</u>			
78. <u>SALES OF INVESTMENTS</u>			
79. <u>SALES OF INVESTMENTS</u>			
80. <u>SALES OF INVESTMENTS</u>			
81. <u>SALES OF INVESTMENTS</u>			
82. <u>SALES OF INVESTMENTS</u>			
83. <u>SALES OF INVESTMENTS</u>			
84. <u>SALES OF INVESTMENTS</u>			
85. <u>SALES OF INVESTMENTS</u>			
86. <u>SALES OF INVESTMENTS</u>			
87. <u>SALES OF INVESTMENTS</u>			
88. <u>SALES OF INVESTMENTS</u>			
89. <u>SALES OF INVESTMENTS</u>			
90. <u>SALES OF INVESTMENTS</u>			
91. <u>SALES OF INVESTMENTS</u>			
92. <u>SALES OF INVESTMENTS</u>			
93. <u>SALES OF INVESTMENTS</u>			
94. <u>SALES OF INVESTMENTS</u>			
95. <u>SALES OF INVESTMENTS</u>			
96. <u>SALES OF INVESTMENTS</u>			
97. <u>SALES OF INVESTMENTS</u>			
98. <u>SALES OF INVESTMENTS</u>			

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

11/17/2003

/s/ Stephen M. Buente, by Claudia J. Taller as
attorney-in-fact

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the persons for whose account the securities are to be sold.

At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION:

**Intentional misstatements or omission of facts constitute
Federal Criminal Violations (See 18 U.S.C. 1001)**