EATON CORP Form 4 March 11, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

Check this box

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PARMENTER R E Issuer Symbol EATON CORP [ETN] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title EATON CENTER, 1111 SUPERIOR 03/09/2005 below) AVE. Vice President and Treasurer (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 Form filed by More than One Reporting Person

CLEVELAND, OH 44114

(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	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. Transaction Code (Instr. 8)	4. Securities Acquired on(A) or Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following	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	Reported Transaction(s) (Instr. 3 and 4)		
Common Shares	03/09/2005	<u>(1)</u>	M	5,000	A	\$ 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	<u>(1)</u>	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	I	by trustee of ESP

Edgar Filing: EATON CORP - Form 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)

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

1. Title of	2.	3. Transaction Date		4. 5. Number		6. Date Exercisable and		7. Title and Amount of	
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction 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				
	Derivative				(A) or				
	Security				Disposed of				
	~~~~~			(D)					
					(Instr. 3, 4,				
					and 5)				
					una 5)				
									Amount
							E		or
						Date Exercisable	Expiration	Title	Number
							Date		of
				Code V	(A) (D)				Shares
					(11)				Diares
Stock	Ф 20 01	02/00/2005	(1)	3.4	5,000	07/01/1007(2)	01/01/0007	Common	<b>5</b> 000
Option	\$ 30.91	03/09/2005	<u>(1)</u>	M	5,000	$07/21/1997\underline{^{(2)}}$	01/21/2007	Shares	5,000
Option								Silaics	

# **Reporting Owners**

Reporting Owner Name / Address Relationships

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 03/11/2005

**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) 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.

Reporting Owners 2