

EATON CORP

Form 4

August 12, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
FRANKLIN EARL R

(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)

08/10/2005

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)

Vice President and Secretary

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)
Common Shares	08/09/2005	(1)	G	Amount 2,273 (2)	D \$ 66.5 22,079	D	
Common Shares	08/10/2005	(1)	M	13,012 A	\$ 22.81 35,091	D	
Common Shares	08/10/2005	(1)	M	17,426 A	\$ 30.91 52,517	D	
Common Shares	08/10/2005	(1)	F	1,487 (3)	D \$ 67.21 51,030	D	
Common Shares	08/10/2005	(1)	F	744 (3)	D \$ 67.21 50,286	D	

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Common Shares	08/10/2005	<u>(1)</u>	S	8,000	D	\$ 66.8	42,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	4,000	D	\$ 67.36	38,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	2,000	D	\$ 67.46	36,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	2,000	D	\$ 67.5	34,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	300 <u>(4)</u>	D	\$ 67.55	33,986	D
Common Shares	08/10/2005	<u>(1)</u>	S	300 <u>(4)</u>	D	\$ 67.6	33,686	D
Common Shares	08/10/2005	<u>(1)</u>	S	300 <u>(4)</u>	D	\$ 67.61	33,386	D
Common Shares	08/10/2005	<u>(1)</u>	S	300 <u>(4)</u>	D	\$ 67.62	33,086	D
Common Shares	08/10/2005	<u>(1)</u>	S	1,800 <u>(4)</u>	D	\$ 67.63	31,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	700 <u>(4)</u>	D	\$ 67.64	30,586	D
Common Shares	08/10/2005	<u>(1)</u>	S	2,900	D	\$ 67.65	27,686	D
Common Shares	08/10/2005	<u>(1)</u>	S	400 <u>(4)</u>	D	\$ 67.7	27,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	200	D	\$ 67.7	27,086	D
Common Shares	08/10/2005	<u>(1)</u>	S	800 <u>(4)</u>	D	\$ 67.71	26,286	D
Common Shares	08/10/2005	<u>(1)</u>	S	700 <u>(4)</u>	D	\$ 67.72	25,586	D
Common Shares	08/10/2005	<u>(1)</u>	S	2,000 <u>(4)</u>	D	\$ 67.73	23,586	D
Common Shares	08/10/2005	<u>(1)</u>	S	278 <u>(4)</u>	D	\$ 67.74	23,308	D
Common Shares	08/10/2005	<u>(1)</u>	S	800	D	\$ 67.75	22,508	D
Common Shares	08/10/2005	<u>(1)</u>	S	100	D	\$ 67.77	22,408	D
Common Shares	08/10/2005	<u>(1)</u>	S	4,038	D	\$ 67.8	18,370	D
	08/10/2005	<u>(1)</u>	S	400	D		17,970	D

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Common Shares	\$ 67.81			
Common Shares	5,318.536	I		by trustee of ESP ⁽⁵⁾

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

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(9-02)

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

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	\$ 30.91	08/10/2005	<u>(1)</u>	M		17,426		07/21/1997 ⁽⁶⁾	01/21/2007	Common Shares	17,426
Stock Option	\$ 22.81	08/10/2005	<u>(1)</u>	M		13,012		07/23/1996 ⁽⁶⁾	01/23/2006	Common Shares	13,012

Reporting Owners

Reporting Owner Name / Address	Relationships
FRANKLIN EARL R EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114	Director 10% Owner Officer Other Vice President and Secretary

Signatures

/s/ Claudia J. Taller as
attorney-in-fact

08/12/2005

 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) This amount represents a gift to a charitable entity.

(3) These shares were delivered to the issuer to pay for the applicable option exercise price.

(4) These shares are owned by KeyBank National Association Investment Manager Under Agreement Dated 11/27/2003 for Barbara C. Franklin, Trustee of the B.C. Franklin Living Trust Dated 9/26/1993 with whom Earl R. Franklin shares beneficial ownership.

(5) Eaton Savings Plan

(6) 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.

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