## Edgar Filing: EATON CORP - Form 4

EATON CODD

Form 4										
May 12, 2009 FORM 4 Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations May 12, 2009 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549 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							N OMB Number: Expires: Estimated burden hou response	urs per		
may con <i>See</i> Instr 1(b).	lunue.			vestment	•	· ·	•			
(Print or Type	Responses)									
1. Name and A CRAIG AR	S	2. Issuer Name <b>and</b> Ticker or Trading Symbol EATON CORP [ETN]			ng	5. Relationship of Reporting Person(s) to Issuer				
(Last) EATON CI AVE.	3. Date of Earliest Transaction (Month/Day/Year) 05/08/2009				(Check all applicable) <u></u> Director 10% Owner <u></u> Officer (give title Other (specify below) below) VC & COO-Industrial Sector					
				If Amendment, Date Original led(Month/Day/Year)			6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
CLEVELA	ND, OH 44114							Person	More than One K	eporung
(City)	(State)	(Zip)	Tabl	e I - Non-I	Derivative	Secur	rities A	cquired, Disposed	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution D any (Month/Day/	ate, if /Year)	3. Transactio Code (Instr. 8) Code V	Disposed (Instr. 3, 4	(A) or of (D) 4 and 3 (A) or	)	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)
Damindar: Da	nort on a senarate lin	e for each class	of secu	ritias bana	ficially ow	ned di	rectly	or indirectly		

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 (9-02) required to respond unless the form displays a currently valid OMB control number.

 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	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8.1
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities	De
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Sec

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8	or (D (In	cquired Dispose )) nstr. 3, 4 nd 5)	ed of					(
				Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	3
Restricted Stock Units	\$ 0	05/08/2009		А	3:	5,425		<u>(1)</u>	(1)	Common Shares	35,425	

## **Reporting Owners**

Reporting Owner Name / Address				
	Director	10% Owner	Officer	Other
CRAIG ARNOLD EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114			VC & COO-Industrial Sector	
Signatures				
/s/Kathleen S. O'Connor, as Attorney-in-Fact		05	5/12/2009	

\*\*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) These restricted share units vest in their entirety three years 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.

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