**EATON CORP** Form 4 January 25, 2012

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**OMB APPROVAL OMB** 

3235-0287 Number:

Expires:

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

Check this box

**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 may continue. 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading TOOKER GARY L Issuer Symbol EATON CORP [ETN]

(First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year)

(Zip)

EATON CENTER, 1111 SUPERIOR 01/25/2012 **AVENUE** 

> 4. If Amendment, Date Original (Street)

Filed(Month/Day/Year)

(Check all applicable)

\_X\_\_ Director 10% Owner Other (specify Officer (give title below)

6. Individual or Joint/Group Filing(Check Applicable Line)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

Table I. Non-Desirating Consulting Associated Discount of an Description.

CLEVELAND, OH 44114

(State)

(City)

(- 3)	()	1 able	1 - Non-De	erivative S	securi	ties Ac	quirea, Disposea (	oi, or Beneficia	ly Owned
1.Title of	2. Transaction Date		3.	4. Securi			5. Amount of	6. Ownership	7. Nature of
Security	(Month/Day/Year)	Execution Date, if		nAcquired (A) or			Securities	Form: Direct	Indirect
(Instr. 3)		any	Code	Disposed of (D) (Instr. 3, 4 and 5)		Beneficially	(D) or	Beneficial	
		(Month/Day/Year)	(Instr. 8)			Owned	Indirect (I)	Ownership	
						Following	(Instr. 4)	(Instr. 4)	
					( )		Reported		
					(A)		Transaction(s)		
					or		(Instr. 3 and 4)		
			Code V	Amount	(D)	Price	· ·		
Common Shares	01/25/2012		A	2,288 (1)	A	\$0	15,036 <u>(2)</u>	D	
Common Shares							26,446 (2) (3)	I	by trust

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

Persons who respond to the collection of **SEC 1474** information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

#### Edgar Filing: EATON CORP - Form 4

#### 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.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TOOKER GARY L EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	X						

# **Signatures**

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

01/25/2012

Date

\*\*Signature of Reporting Person

## **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).
- These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture. **(1)**
- On February 28, 2011, the common stock of Eaton Corporation split 2-for-1, resulting in the reporting person's ownership of **(2)** 6,374 additional shares of common stock directly and 13,223 shares of common stock indirectly by trust.
- **(3)** Share amount adjusted to correct an under-reporting due to administrative error.

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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