EATON CORP
Form 4
January 23, 2003

| OMB APPROVAL |
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**UNITED STATES**
**SECURITIES AND EXCHANGE COMMISSION**
**Washington, DC 20549**

# FORM 4

## STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

o Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)

**1. Name and Address of Reporting Person*** *(Last, First, Middle)*

Tooker, Gary L.

6616 N. 64th Place

*(Street)*

Paradise Valley, AZ 85253

*(City)* *(State)* *(Zip)*

**2. Issuer Name and Ticker or Trading Symbol**

Eaton Corporation (ETN)

**3. I.R.S. Identification Number of Reporting Person, if an entity** *(Voluntary)*

**4. Statement for** *(Month/Day/Year)*

1/21/2003

**5. If Amendment, Date of Original** *(Month/Day/Year)*

**6. Relationship of Reporting Person(s) to Issuer** *(Check All Applicable)*

x Director o 10% Owner

o Officer *(give title below)*

o Other *(specify below)*

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

x Form filed by One Reporting Person

o Form filed by More than One Reporting Person

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

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

**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 Transactions(s) *(Instr. 3 and 4)* | 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 | | | |
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**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)* | |
|---|---|---|---|---|---|---|---|
| | | | | Code | V | (A) | (D) |
| Stock Option(1) | $74.55 | 1/21/2003 | | A | | 3,228.00 | |

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

| 6. Date Exercisable and Expiration Date *(Month/Day/Year)* | | 7. Title and Amount of Underlying Securities *(Instr. 3 and 4)* | | 8. Price of Derivative Security *(Instr. 5)* | 9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) *(Instr. 4)* | 10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) *(Instr. 4)* | 11. Nature of Indirect Beneficial Ownership *(Instr. 4)* |
|---|---|---|---|---|---|---|---|
| **Date Exercisable** | **Expiration Date** | **Title** | **Amount or Number of Shares** | | | | |
| 7/21/2003 | 1/21/2013 | Common Shares | 3,228.00 | | 3,228.00 | D | |

**Explanation of Responses:**

1. Granted under a stock option plan pursuant to Rule 16b-3.

* /s/ Gary L. Tooker 1/23/03

Date

**Signature of Reporting Person
*By /s/ Sean T. Peppard
as Attorney-in-Fact.

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.