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EATON CORP  
Form S-8  
April 08, 2003

As Filed with the Securities and Exchange Commission on April 8, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EATON CORPORATION  
(Exact name of issuer as specified in its charter)

Ohio

34-0196300

-----  
(State of Incorporation)

-----  
(IRS Employer Identification No.)

Eaton Center, Cleveland, Ohio 44114  
(Address of principal executive offices)

1996 NON-EMPLOYEE DIRECTOR FEE DEFERRAL PLAN

(Full Title of Plan)

E. R. Franklin, Vice President and Secretary  
Eaton Center, Cleveland, Ohio 44114  
(Name and address of agent for service)

Telephone number, including area code,  
of agent for service: (216) 523-4103

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Shares with a par value of \$.50 each	30,000	N/A	\$2,235,300	\$180.84

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(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 (based on a closing price of \$74.51 on April 1, 2003).

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Pursuant to Instruction E to Form S-8, the information contained in registration Statement No. 333-23539 is hereby incorporated by reference into this Registration Statement, except as set forth below under Item 8.

Item 8. Exhibits

See List of Exhibits at page 3.

SIGNATURES

The Registrant -- Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on the 8th day of April, 2003.

EATON CORPORATION

By /s/ E. R. Franklin

-----  
E. R. Franklin  
Vice President  
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name ----	Title -----	Date ----
* ----- Alexander M. Cutler	Chairman and Chief Executive Officer; Principal Executive Officer; Director	April 8, 2003
* ----- Richard H. Fearon	Executive Vice President - Chief Financial and Planning Officer; Principal Financial Officer	

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* ----- Billie K. Rawot	Vice President and Controller; Principal Accounting Officer
* ----- Michael J. Critelli	Director
* ----- Ernie Green	Director
* ----- Deborah L. McCoy	Director
* ----- John R. Miller	Director
* ----- Furman C. Moseley	Director
* ----- Victor A. Pelson	Director
* ----- Gary L. Tooker	Director

\*By /s/ DAVID M. O'LOUGHLIN

-----  
David M. O'Loughlin, Attorney-in-Fact  
for the Officers and Directors  
signing in the capacities indicated

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EXHIBIT INDEX

Exhibit  
Number  
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23	Consent of Ernst & Young LLP.
24	Power of Attorney.