Edgar Filing: EATON CORP - Form 4

FATON CORP

Shares

Form 4 March 22, 20											
FORM	Л									PPROVAL	
	UNITEDS	TATES			ND EX(D.C. 20		NGE (COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligation may contin See Instruct 1(b).	Filed purs Section 17(a	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 20(b) of the Investment Company Act of 1940							burden hou response	Estimated average burden hours per response 0.5	
(Print or Type R	esponses)										
1. Name and Address of Reporting Person <u>*</u> CUTLER ALEXANDER M			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]				g	5. Relationship of Reporting Person(s) to Issuer			
(Last) EATON CEI AVE.	(First) (M NTER, 1111 SUP	iddle) ERIOR	3. Date of (Month/Da 03/19/20	y/Year)	ansaction			_X_ Director _X_ Officer (give below)		6 Owner er (specify	
				f Amendment, Date Original d(Month/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CLEVELAN	ID, OH 44114							Form filed by M Person	More than One Re	eporting	
(City)	(State) (2	Zip)	Table	I - Non-D	erivative	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Executio any	ned n Date, if Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3,	l (A) o l of (D 4 and (A) or) 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	03/19/2005	(1)		F	Amount 3,356	(D) D	Price \$ 68	170,732 (4)	D		

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.

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

(2)

(3)

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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. Transactic Code (Instr. 8)	5. onNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	Secur	ınt of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CUTLER ALEXANDER M EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114	Х		Chairman and CEO					
Signatures								
/s/ Claudia J. Taller as attorney-in-fact	03/22/2005							
**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) These shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain shares of restricted stock.
- (3) This price represents the closing price on 3/18/2005.
- (4) Certain of these shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.

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.