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EATON CO	DRP										
Form 4 May 22, 200)6										
FORM	Λ4					~			OMB AF	PROVAL	
	UNITED	STATES			AND EX , D.C. 20		NGE C	OMMISSION	OMB Number:	3235-0287	
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b). Set in 16. Filed pursuant to Sec Section 17(a) of the Put 30(h) of				SECUI 6(a) of th tility Hol	RITIES ne Securit	ies Ez 1pany	Act of 1934, 1935 or Sectior	Estimated average burden hours per response 0.5			
(Print or Type	Responses)										
1. Name and A CARSON F	Address of Reporting F RANDY W	Person <u>*</u>	Symbol	r Name an N CORP	d Ticker or	Tradin	-0	5. Relationship of Issuer	Reporting Pers	on(s) to	
(Last)	(Last) (First) (Middle)							(Check all applicable)			
			3. Date of Earliest Transaction (Month/Day/Year) 05/18/2006					Director 10% Owner X Officer (give title Other (specify below) Sr VP and President-Electrical			
	(Street)			endment, D nth/Day/Yea	ate Origina r)	1		6. Individual or Jo Applicable Line) _X_ Form filed by C	One Reporting Pe	rson	
CLEVELA	ND, OH 44114							Form filed by M Person	lore than One Re	porting	
(City)	(State) (Zip)	Tabl	le I - Non-l	Derivative	Securi	ities Acqu	iired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transacti Code (Instr. 8) Code V		sposed	l of (D)	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 Shares	05/18/2006			М	35,758	А	\$ 36.47	53,981	D		
Common Shares	05/18/2006			S	35,758	D	\$ 76.5	18,223	D		
Common Shares	05/19/2006			М	1,700	А	\$ 36.47	19,923	D		
Common Shares	05/19/2006			S	800	D	\$ 75.72	19,123	D		
Common Shares	05/19/2006			S	900	D	\$ 75.65	18,223	D		

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Common Shares						2,237.533		by trustee of ESP (1)	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of information ontained in this form are not information contained in this form are not information contained to respond unless the form displays a currently valid OMB control number. SEC 1474 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned SEC 1474									
1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	(e.g., p 3. Transaction Date (Month/Day/Year)	puts, calls, warrants, 3A. Deemed Execution Date, if any (Month/Day/Year)	4.	5. Number of orDerivative Securities	ities) 6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount o Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option	\$ 36.47	05/18/2006	(2)	М	35,758	02/27/2002 <u>(3)</u>	02/27/2011	Common Shares	35,758
Stock Option	\$ 36.47	05/19/2006	(2)	М	1,700	02/27/2002 <u>(3)</u>	02/27/2011	Common Shares	1,700

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARSON RANDY W EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114			Sr VP and President-Electrical				
Signatures							

/s/ Claudia J. Taller as 05/22/2006 attorney-in-fact

**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 shares are held in the Eaton Savings Plan.

(2) This field is not applicable.

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These options combined grants of Non-Qualified Stock Options and Incentive Stock Options. Thirty-five percent (35%) of the

(3) Non-Qualified Stock Options become exercisable on the first and second anniversaries of the date granted and thirty percent (30%) on the third anniversary of the date granted. The Incentive Stock Options are exercisable 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.