

Edgar Filing: EATON CORP - Form 424B3

EATON CORP  
Form 424B3  
June 22, 2005

PROSPECTUS DATED JULY 2, 2003  
AND PROSPECTUS SUPPLEMENT DATED  
JUNE 13, 2005  
CUSIP: 27806KAD6

PRICING SUPPLEMENT NO. 2  
DATED JUNE 22, 2005  
COMMISSION FILE NO.: 333-106764  
FILED PURSUANT TO RULE 424(B) (3)

\$100,000,000

EATON CORPORATION

MEDIUM-TERM NOTES  
(FIXED RATE NOTES)

Principal amount:	\$100,000,000
Price to public:	* see below
Agents' commission:	* see below
Net proceeds to Eaton Corp. before expenses:	\$99,828,000
Selling agent:	JPMorgan
Trade date:	June 21, 2005
Settlement date:	June 24, 2005
Coupon:	4.65% per annum
Interest Payment Dates:	June 15 and December 15 commencing December 15, 2005
Stated Maturity Date:	June 15, 2015
Regular Record Dates:	Fifteenth day prior to each Interest Payment Date (whether or not a Business Day)
Specified currency:	US Dollars
Redeemable by Eaton:	No
Repayable at the option of holder:	No
Form:	/X/ Global note(s) / / Certified
Discount rate:	None
Default rate:	None

OTHER PROVISIONS:

Medium-Term Notes may be issued by Eaton in an aggregate principal amount of up to \$350,000,000 or its equivalent in one or more foreign currencies or composite currencies. To date, including this offering, an aggregate of \$200,000,000 of Medium-Term Notes has been issued.

\* JPMorgan, acting as principal, has agreed to purchase and Eaton has agreed to sell the Notes at 99.828% of their principal amount. JPMorgan may resell the Notes to one or more investors or to one or more broker-dealers (acting as principal for the purposes of resale) at varying prices related to prevailing market prices at the time of resale, as determined by JPMorgan. JPMorgan will receive a discount or commission equal to the difference between the resale prices and the proceeds to Eaton.