Edgar Filing: EATON CORP - Form 4

EATON CC Form 4)RP									
January 26,	2006									
FORM	ЛД								PPROVAL	
Check th	UNITED	STATES		RITIES A shington	N OMB Number:	3235-0287				
if no lon	ger				Expires:	January 31, 2005				
subject to Section 16. Form 4 or			' CHAI	NGES IN SECUI	Estimated burden hou response	average urs per				
Form 5 obligation may con <i>See</i> Instruction 1(b).	ons Section 17((a) of the I	Public U	Jtility Hol	ding Co		nge Act of 1934, of 1935 or Secti 1940			
(Print or Type	Responses)									
1. Name and Address of Reporting Person <u>*</u> GREEN ERNIE			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First) (Middle)	3. Date of Earliest Transaction					eck all applicabl	e)	
EGI, INC.,	ROAD	(Month/Day/Year) 01/24/2006				X_ Director 10% Owner Officer (give title Other (specify below) below)				
DAYTON,		4. If Amendment, Date Original Filed(Month/Day/Year)			al	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person				
(City)	(State)	(Zip)	Tab	ole I - Non-l	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
1.Title of	2. Transaction Date	2A. Deeme	ed	3.	4. Securit	ties	5. Amount of	6. Ownership	7. Nature of	
Security (Instr. 3)	(Month/Day/Year)	Execution any (Month/Da		Transactio Code (Instr. 8)	nAcquired Disposed (Instr. 3,	of (D)	Securities Beneficially Owned Following Reported Transaction(s)	Form: Direct (D) or Indirect (I) (Instr. 4)	Indirect Beneficial Ownership (Instr. 4)	
				Code V	Amount	(D) Price	(Instr. 3 and 4)			
Reminder: Rep	port on a separate line	e for each cla	ass of sec	urities bene	ficially ow	ned directly	or indirectly.			
					inforr requi	nation con red to resp ays a curre	spond to the colle tained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)	
	Tab					sposed of, or convertible	Beneficially Owner securities)	1		

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	nof Derivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Acquired		

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	Derivative Security				 (A) or Disposed of (D) (Instr. 3, 4, and 5) 						
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 66.39	01/24/2006	<u>(1)</u>	А		3,648		07/24/2006(2)	01/24/2016	Common Shares	3,648

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
GREEN ERNIE							
EGI, INC.	Х						
1785 BIG HILL ROAD							
DAYTON, OH 45439							
Signatures							
/s/ Claudia I. Taller as							

Jaudia J. Taller as 01/26/2006 attorney-in-fact Date

**Signature of Reporting Person

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 options are exercisable in their entirety 6 months 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.