

LAUTENBACH NED C
Form 5
February 13, 2003

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| OMB APPROVAL |
| OMB Number: 3235-0362 |
| Expires: January 31, 2005 |
| Estimated average burden hours per response...1.0 |

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 20549**

FORM 5

ANNUAL STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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 30(h) of the Investment Company Act of 1940**

- Check box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).
- Form 3 Holdings Reported
- Form 4 Transactions Reported

| | | |
|---|---|--|
| <p>1. Name and Address of Reporting Person*</p> <p>_____ Lautenbach, Ned C. _____ <i>(Last) (First) (Middle)</i></p> | <p>2. Issuer Name and Ticker or Trading Symbol</p> <p>_____ Eaton Corporation (ETN) _____</p> | <p>3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)</p> <p>_____</p> |
| <p>_____ Clayton, Dubilier & Rice, Inc. 375 Park Avenue _____ <i>(Street)</i></p> | <p>4. Statement for Month/Year</p> <p>_____ 12/2002 _____</p> | <p>5. If Amendment, Date of Original (Month/Year)</p> <p>_____</p> |
| <p>_____ New York, NY 10152 _____ <i>(City) (State) (Zip)</i></p> | <p>6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)</p> <p><input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner</p> <p><input type="checkbox"/> Officer <i>(give title below)</i></p> | <p>7. Individual or Joint/Group Reporting (Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person</p> <p><input type="checkbox"/></p> |

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Other (*specify below*)

Form filed by More
than One Reporting
Person

* If the form is filed by more than one reporting person, see instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security <i>(Instr. 3)</i> | 2. Transaction Date <i>(Month/Day/Year)</i> | 2A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 3. Transaction Code <i>(Instr. 8)</i> | 4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> | 5. Amount of Securities Beneficially Owned at the End of Issuer's Fiscal Year <i>(Instr. 3 and 4)</i> | 6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i> | 7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i> |
|---|--|--|--|---|--|--|---|
|---|--|--|--|---|--|--|---|

(A)
or
Amount (D) Price

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

| 1. Title of Derivative Security <i>(Instr. 3)</i> | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date <i>(Month/Day/Year)</i> | 3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i> | 4. Transaction Code <i>(Instr. 8)</i> | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i> |
|--|--|--|--|--|--|
|--|--|--|--|--|--|

(A) (D)

| | | | | | |
|---------------------|----|-----------|--|---|------------|
| Phantom Share Units | NA | 3/31/2002 | | A | 199.66 (1) |
|---------------------|----|-----------|--|---|------------|

| | | | | | |
|---------------------|----|-----------|--|---|------------|
| Phantom Share Units | NA | 6/30/2002 | | A | 358.24 (1) |
|---------------------|----|-----------|--|---|------------|

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*/s/ Ned C. Lautenbach

2/13/2003

**Signature of Reporting
Person

Date

*By /s/ Claudia J. Taller
as Attorney-in-Fact

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed. If space provided is insufficient, *see* Instruction 6 for procedure.

Page 4