

EATON CORP
Form 4
February 15, 2005

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CARSON RANDY W

(Last) (First) (Middle)

EATON CENTER, 1111 SUPERIOR
AVE.

(Street)

CLEVELAND, OH 44114

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
EATON CORP [ETN]

3. Date of Earliest Transaction
(Month/Day/Year)

02/11/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
__X__ Officer (give title below) ____ Other (specify
below)

SrVPandGroupExec - Electrical

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

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

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Shares	02/11/2005	<u>(1)</u>	S		100	D	\$ 69.66	36,203	D
Common Shares	02/11/2005	<u>(1)</u>	S		1,200	D	\$ 69.67	35,003	D
Common Shares	02/11/2005	<u>(1)</u>	S		200	D	\$ 69.68	34,803	D
Common Shares	02/11/2005	<u>(1)</u>	S		1,400	D	\$ 69.69	33,403	D
Common Shares	02/11/2005	<u>(1)</u>	S		1,200	D	\$ 69.7	32,203	D

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Common Shares	02/11/2005	<u>(1)</u>	S	600	D	\$ 69.71	31,603	D	
Common Shares	02/11/2005	<u>(1)</u>	S	800	D	\$ 69.72	30,803	D	
Common Shares	02/11/2005	<u>(1)</u>	S	800	D	\$ 69.73	30,003	D	
Common Shares	02/11/2005	<u>(1)</u>	S	3,300	D	\$ 69.74	26,703	D	
Common Shares	02/11/2005	<u>(1)</u>	S	1,600	D	\$ 70.23	25,103	D	
Common Shares	02/11/2005	<u>(1)</u>	S	2,100	D	\$ 70.24	23,003	D	
Common Shares	02/11/2005	<u>(1)</u>	S	1,600	D	\$ 70.25	21,403	D	
Common Shares	02/11/2005	<u>(1)</u>	S	1,120	D	\$ 70.26	20,283	D	
Common Shares	02/11/2005	<u>(1)</u>	S	600	D	\$ 70.28	19,683	D	
Common Shares	02/11/2005	<u>(1)</u>	S	500	D	\$ 70.31	19,183	D	
Common Shares	02/11/2005	<u>(1)</u>	S	2,700	D	\$ 70.33	16,483	D	
Common Shares	02/11/2005	<u>(1)</u>	S	900	D	\$ 70.34	15,583	D	
Common Shares	02/11/2005	<u>(1)</u>	S	200	D	\$ 70.36	15,383	D	
Common Shares	02/11/2005	<u>(1)</u>	S	1,600	D	\$ 69.45	13,783	D	
Common Shares							1,830.587	I	by trustee of ESP

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(9-02)

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

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned
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Derivative
Security

Securities
Acquired
(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

(Instr. 3 and 4)

Own
Follo
Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

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

Signatures

/s/ Randy W. Carson, by Claudia J. Taller as attorney-in-fact. 02/15/2005

__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.

Remarks:

This is Form 2 of 2 reflecting transactions occurring on February 11, 2005.

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