

EATON CORP
Form 144
July 27, 2005

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

FORM 144

**NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933**

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) Name of Issuer	(b) IRS Ident. No.	(c) S.E.C. File No.
Eaton Corporation _____	34-0196300 _____	1-1396 _____
(d) Address of Issuer	(e) Telephone	
Eaton Center, 1111 Superior Avenue _____	Cleveland , OH 44114 _____	216 523-5000 _____
(Street)	(City) (State) (Zip Code)	(Area Code) (Number)
2(a) Name of Person For Whose Account the Securities are to be Sold	(b) IRS Ident. No.	(c) Relationship to Issuer
Billie Rawot _____	_____ _____	Vice President & Controller _____

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(d) Address

Eaton Center 1111 Superior Avenue

(Street)

Cleveland , OH 44114

(City) (State) (Zip Code)

INSTRUCTION: *The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number*

3(a) Title of the Class of Securities to be Sold	(b) Name and Address of Each Broker Through Whom the Securities Are to be Offered or Each Market Maker Who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units to be Sold (See Instr. 3(c))	(d) Aggregate Market Value (See Instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See Instr. 3(e))	(f) Approximate Date of Sale (Mo/Day/Yr) (See Instr. 3(f))	(g) Name of Each Securities Exchange (See Instr. 3(g))
Common Shares	John Toth Morgan Stanley 1301 E. 9th Street, Suite 3100 Cleveland, OH 44114		18,000	\$1,185,660	150,700,000	7/27/2005	NYSE

INSTRUCTIONS:

1. (a) Name of issuer
(b) Issuer's I.R.S. Identification Number
(c) Issuer's S.E.C. file number, if any
(d) Issuer's address, including zip code
(e) Issuer's telephone number, including area code
2. (a) Name of person for whose account the securities are to be sold
(b) Such person's I.R.S. Identification number, if such person is an entity
(c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing)
(d) Such person's address, including zip code
3. (a) Title of the class of securities to be sold
(b) Name and Address of each broker through whom the securities are intended to be sold
(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount)
(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice
(e) Number of shares or other units of the class outstanding, or if debt securities the face amount thereof outstanding, as shown by the most recent report or statement published by the issuer
(f) Approximate date on which the securities are to be sold
(g) Name of each securities exchange, if any, on which the securities are intended to be sold

	SECURITY	PRICE PER SHARE	PERCENT OF OFFERING	DATE OF SALE
1.	Common stock, \$10 par value	\$10.00	100%	1978-1979
2.	Preferred stock, \$10 par value	\$10.00	0%	1978-1979
3.	Bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
4.	Warrants, \$10 par value	\$10.00	0%	1978-1979
5.	Options, \$10 par value	\$10.00	0%	1978-1979
6.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
7.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
8.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
9.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
10.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
11.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
12.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
13.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
14.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
15.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
16.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
17.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
18.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
19.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
20.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
21.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
22.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
23.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
24.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
25.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
26.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
27.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
28.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
29.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
30.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
31.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
32.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
33.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
34.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
35.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
36.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
37.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
38.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
39.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
40.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
41.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
42.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
43.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
44.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
45.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
46.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
47.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
48.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
49.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
50.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
51.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
52.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
53.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
54.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
55.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
56.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
57.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
58.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
59.	Convertible warrants, \$10 par value	\$10.00	0%	1978-1979
60.	Convertible options, \$10 par value	\$10.00	0%	1978-1979
61.	Convertible bonds, \$1,000 face value	\$1,000.00	0%	1978-1979
62.	Convertible preferred stock, \$10 par value	\$10.00	0%	1978-1979
63.	Convertible common stock, \$10 par value	\$10.00	0%	1978-1979
64.				

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(if gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Shares	7/27/2005	Option Exercise	Eaton Corportion	18,000	7/27/2005	Cash

INSTRUCTIONS:

If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS	
1	2
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99	100

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds

REMARKS:

INSTRUCTIONS:

See the definition of person in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the issuer of the securities to be sold which has not been publicly disclosed.

7/27/2005

/s/ Anthony M. Smits as attorney-in-fact

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the persons for whose account the securities are to be sold.

At least one copy of the notice shall be manually signed.

Any copies not manually signed shall bear typed or printed signatures.

ATTENTION:

**Intentional misstatements or omission of facts constitute
Federal Criminal Violations (See 18 U.S.C. 1001)**