Edgar Filing: EATON CORP - Form 4

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Form 4									
July 02, 2008								OMB A	PPROVAL
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549									3235-0287
Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction See Instruction Section 16. Form 4 or Form 5 Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940								Estimated burden hou response	urs per
1(b). (Print or Type Respor	nses)								
1. Name and Address of Reporting Person <u>*</u> TOOKER GARY L			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)15802 N. 71ST STREET, UNIT 657			3. Date of Earliest Transaction (Month/Day/Year) 06/30/2008			Officer (give title 10% Owner Officer (give title below)			
(Street) SCOTTSDALE, AZ 85254			4. If Amendment, Date Original Filed(Month/Day/Year)			 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) (S	State)	(Zip)	Tab	le I - Non-D) erivative	Securities A	cquired, Disposed	of, or Beneficia	lly Owned
	insaction Date th/Day/Year)		ed Date, if	3. Transaction Code	4. Securiti Acquired (Disposed ((Instr. 3, 4	es A) or of (D)	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 Indirect
Reminder: Report on	a separate line	for each cla	ass of secu	urities benef	icially own	ed directly o	or indirectly.		
					inform require	ation cont ed to respo /s a currer	pond to the colle ained in this forn ond unless the fo ntly valid OMB co	n are not rm	SEC 1474 (9-02)

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

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

	Derivative Security				or Dispose (D) (Instr. 3, 4 and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0	06/30/2008	А		150.48 (1)		(2)	(2)	Common Shares	150.48	\$ 9

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
TOOKER GARY L 15802 N. 71ST STREET UNIT 657 SCOTTSDALE, AZ 85254	Х						
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		07	7/02/2008	3			

**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).

These Phantom Share Units were acquired by the reporting person's deferral of fees in the 2005 Non-Employee Director Fee Deferral(1) Plan. The number of phantom share units acquired is based on the average of the mean prices for Eaton Common Shares for the twenty trading days immediately preceding the end of the calendar quarter in which the fees deferred were earned.

(2) This field is not applicable.

Represents the total number of Phantom Share Units allocated to the account of the reporting person pursuant to the company's 1996(3) Non-Employee Director Fee Deferral Plan and 2005 Non-Employee Director Fee Deferral Plan and includes Phantom Share Units acquired pursuant to dividend reinvestment.

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.