

EATON CORP
Form 4
March 01, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SEMELSBERGER KEN D

(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)
02/25/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

VP - Strategic Planning

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Shares	02/25/2005	(1)	M	27,880 A \$ 30.74	51,316	D	
Common Shares	02/25/2005	(1)	S	17,700 D \$ 70	33,616	D	
Common Shares	02/25/2005	(1)	S	200 D \$ 70.01	33,516	D	
Common Shares	02/25/2005	(1)	S	100 D \$ 70.02	33,416	D	
Common Shares	02/25/2005	(1)	S	100 D \$ 70.03	33,016	D	

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Common Shares	02/25/2005	<u>(1)</u>	S	400	D	\$ 70.04	31,316	D	
Common Shares	02/25/2005	<u>(1)</u>	S	1,700	D	\$ 70.05	28,116	D	
Common Shares	02/25/2005	<u>(1)</u>	S	3,200	D	\$ 70.06	27,816	D	
Common Shares	02/25/2005	<u>(1)</u>	S	300	D	\$ 70.07	27,516	D	
Common Shares	02/25/2005	<u>(1)</u>	S	300	D	\$ 70.09	27,016	D	
Common Shares	02/25/2005	<u>(1)</u>	S	500	D	\$ 70.1	26,816	D	
Common Shares	02/25/2005	<u>(1)</u>	S	100	D	\$ 70.11	26,716	D	
Common Shares	02/25/2005	<u>(1)</u>	S	1,700	D	\$ 70.12	25,016	D	
Common Shares	02/25/2005	<u>(1)</u>	S	500	D	\$ 70.13	24,516	D	
Common Shares	02/25/2005	<u>(1)</u>	S	1,080	D	\$ 70.15	23,436	D	
Common Shares							1,629.273	I	by trustee of ESP

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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 Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	Amount or Number of Shares
Stock Option	\$ 30.74	02/25/2005	<u>(1)</u>	M	27,880	01/26/2000 ⁽²⁾ 01/26/2009	Common Shares	27,880

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SEMELSBERGER KEN D EATON CENTER 1111 SUPERIOR AVE CLEVELAND, OH 44114			VP - Strategic Planning	

Signatures

/s/ Claudia J. Taller as attorney-in-fact	03/01/2005
**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.
 - (2) Thirty-three percent (33%) of these options become exercisable on the first and second anniversaries of the date granted and thirty-four percent (34%) on the third anniversary of the date granted.

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.