

HORST J ROBERT
Form 144
December 13, 2002

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 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 (ETN) | 34-0196300 | 1-1396 |
| (d) Address of Issuer | (e) Telephone | |
| 1111 Superior Avenue | Cleveland , OH 44114 | (216)523-4689 |
| (Street) | (City) (State) (Zip Code) | (Area Code) (Numbers) |
| 2(a) Name of Person For Whose Account the Securities are to be Sold | (b) IRS Ident. No. | (c) Relationship to Issuer |
| J. Robert Horst | | Officer |

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(d) Address

1111 Superior Avenue

Cleveland , OH 44114

(Street)

(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 <i>(See Instr. 3(c))</i> | (d) Aggregate Market Value <i>(See Instr. 3(d))</i> | (e) Number of Shares or Other Units Outstanding <i>(See Instr. 3(e))</i> | (f) Approximate Date of Sale (Mo/Day/Yr) <i>(See Instr. 3(f))</i> | (g) Name of Each Securities Exchange <i>(See Instr. 3(g))</i> |
|---|---|---|---|---|--|---|---|
| Common | Sheri Tidrick McDonald Investments Inc. 800 Superior Avenue Suite 2100 Cleveland, Ohio 44114 | | 3,718 | \$277,548 | 70,500,000 | 12/13/02 | 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% 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

TABLE I SECURITIES TO BE SOLD

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 | 12/12/02 | Exercise of stock option | Eaton Corporation | 3,718 | 12/16/02 | Cash |

INSTRUCTIONS:

1. 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.
2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

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 |
|----------------------------|--------------------------|--------------|---------------------------|----------------|
| None, | | | | |

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.

12/13/02

* /s/ J. Robert Horst * By: Claudia Taller, 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)**

POWER OF ATTORNEY

KNOW ALL MEN BY THESE PRESENTS: That the undersigned has made, constituted and appointed, and by this instrument does make, constitute and appoint, each of J. ROBERT HORST, EARL R. FRANKLIN, MARK HENNESSEY, DAVID M. O LOUGHLIN, JANE W. GRISWOLD, GORDON S. KAISER, ANTHONY M. SMITS, CIPRIANO BEREDO, SEAN PEPPARD AND CLAUDIA TALLER, acting individually, as his or her true and lawful attorney, for him or her, and in his or her name, place and stead, to affix, as attorney-in-fact, the signature of the undersigned to reports to the Securities and Exchange Commission on Forms 3, 4, 5 or 144 with respect to transactions or holdings by the undersigned in equity securities issued by Eaton Corporation, an Ohio corporation, and to any and all amendments to such reports, giving and granting unto each such attorney-in-fact full power and authority to do and perform every act and thing whatsoever necessary to be done in the premises, as fully as the undersigned might or could do if personally present, hereby ratifying and confirming all that each such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall expire on the date the undersigned is no longer required to file Form 4, 5 or 144 reports with the Securities and Exchange Commission with respect to holdings of and transactions in securities issued by Eaton Corporation, unless revoked in writing prior thereto.

IN WITNESS WHEREOF, this Power of Attorney has been signed at Cleveland, Ohio, this 27th day of August, 2002.

/s/ J. Robert Horst

J. Robert Horst