Edgar Filing: Connor Christopher M - Form 4

Connor Christop Form 4	her M									
April 04, 2011	I								PPROVAL	
	UNITED	STATES		RITIES A			E COMMISSIO	N OMB Number:	3235-0287 January 31,	
Check this bo if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. <i>See</i> Instructio 1(b).	STATEM Filed pur Section 17(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 Respo	onses)									
1. Name and Address of Reporting Person <u>*</u> Connor Christopher M			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last) EATON CENT AVENUE	. , .	Middle) PERIOR	(Month/I	of Earliest T Day/Year) 2011	ransaction		X Director		% Owner	
(Street) 4. If Amendment, Filed(Month/Day/Y				Day/Year) Applicable Line) _X_Form filed by 0			One Reporting P	Dint/Group Filing(Check One Reporting Person More than One Reporting		
(City)	(State)	(Zip)				a	Person	a D (11)		
1.Title of 2. Tr	ransaction Date nth/Day/Year)		ed Date, if	3. Transactic Code (Instr. 8) Code V	4. Securit nAcquired Disposed (Instr. 3, -	ies (A) or of (D)	Acquired, Disposed 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	of, or Beneficia 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Report o	n a separate line	e for each cla	ass of sect	urities bene	Perso inforr requi	ons who res nation con red to resp ays a curre	or indirectly. spond to the colle tained 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	Transacti	orDerivative	Expiration Date	Underlying Securities	Deri
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Secu

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(Instr. 3)	Price of Derivative Security	(Mo	onth/Day/Year)	(Instr. 8	(Acquired or Dispose (D) (Instr. 3, 4 and 5)	ed of					(Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0	03/31/2011		А		521.13 (1)		(2)	(2)	Common Shares	521.13	\$ 5

Reporting Owners

Reporting Owner Name / Address	Relationships						
F8	Director	10% Owner	Officer	Other			
Connor Christopher M EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	Х						
Signatures							
/s/Kathleen S. O'Connor, as		04	/04/2011	L			

Attorney-in-Fact

**Signature of Reporting Person

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).

Date

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

- (2) This field is not applicable.
- On February 28, 2011, the common stock of the issuer split 2-for-1, resulting in the reporting person's ownership of 8,471.68 additional (3)Phantom Share Units.
- Represents the total number of Phantom Share Units allocated to the account of the reporting person pursuant to the issuer's 2005 (4) 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.