Edgar Filing: EATON CORP - Form 4/A

EATON COF	RP											
Form 4/A												
April 29, 201	1											
FORM 4 UNITED STATES SECURITIES AND EXCHANCE COMMISSION									OMB APPROVAL			
	UNITE	D STATES			ND EX(D.C. 20:		NGE	COMMISSION	OMB Number:	3235-0287		
Check this									Expires:	January 31,		
if no longer subject to STATEMENT OF CHANG				GES IN BENEFICIAL OWNER				NERSHIP OF	Estimated a	2005 Laverage		
	Section 16.				SECURITIES				burden hours per			
Form 4 or					~ .				response	0.5		
Form 5 obligation	~ ^							ge Act of 1934,				
may contin				•	•	· ·		of 1935 or Sectio	n			
See Instru	ction	30(h)	of the Inv	vestment	Compan	y Act	of 19	40				
1(b).												
(Print or Type R	esponses)											
MCCOY DEBORAH L Symbol				er Name and Ticker or Trading				5. Relationship of Reporting Person(s) to Issuer				
				N CORP [ETN]				(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Ti	ansaction			(Che	ck all applicable	5)		
(Month/Da EATON CENTER, 1111 SUPERIOR 01/26/20				/Day/Year)			_X_ Director	10%	6 Owner			
				/2011				Officer (give title Other (specify below) below)				
AVENUE								001010)	0010 (())			
			nendment, Date Original Ionth/Day/Year) /2011				6. Individual or Joint/Group Filing(Check					
							Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
01/28/20 CLEVELAND, OH 44114												
(City)	(State)	(Zip)	T 11	T N1 T					6 D 6 .			
	× ,			e I - Non-L			ties Ac	quired, Disposed o		-		
1.Title of Security	2. Transaction Date 2A. Deemed (Month/Day/Year) Execution Da							5. Amount of Securities	6. Ownership Form: Direct	7. Nature of Indirect		
(Instr. 3)	(Monul/Day/16	JII Date, II	n Date, if TransactionAcquired (A) or Code Disposed of (D)			Beneficially	(D) or	Beneficial				
(any (Month/Day/Year							Owned	Indirect (I)	Ownership		
								Following	(Instr. 4)	(Instr. 4)		
						(A)		Reported Transaction(s)				
						or	D '	(Instr. 3 and 4)				
				Code V	Amount 1,071	(D)	Price					
Common	01/26/2011			А	(1) (2)	А	\$0	21,324 <u>(3)</u>	D			
Shares	01/20/2011			11	$\frac{(3)}{(3)}$	11	ψυ	21,321	2			

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.

 Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned

 (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. ofNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ate	7. Titl Amou Under Secur (Instr.	int of rlying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owna Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
MCCOY DEBORAH L EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	Х						
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact		04	4/29/2011	l			
**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) These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (2) Share amount amended to reflect the correct amount of shares awarded to reporting person on January 26, 2011. This amount was under-reported on the Form 4 filed January 28, 2011 due to administrative error.
- (3) Share amounts are reported as of January 28, 2011, the original filing date of this report, and do not reflect the 2-for-1 stock split of the common stock of the issuer which occured on February 28, 2011.

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.