

Foster David B
Form 4
February 23, 2012

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
Estimated average
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Foster David B

(Last) (First) (Middle)

EATON CENTER, 111 SUPERIOR
AVENUE

(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)

02/21/2012

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

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

SVP Corp. Dev. & Treasury

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Ownership (Instr. 4)
Common Shares	02/22/2012		M	625 A	\$ 0 3,227	D	
Common Shares	02/22/2012		F	13 ⁽¹⁾ D	\$ 52.24 3,214	D	
Common Shares					754.586 ⁽²⁾	I	by trustee of ESP

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

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information contained in this form are not
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SEC 1474
(9-02)

number.

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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option	\$ 51.94	02/21/2012		A		5,000		02/21/2013 ⁽³⁾	02/21/2022	Common Shares	5,000
Restricted Stock Units	\$ 0	02/21/2012		A		1,345		⁽⁴⁾	⁽⁵⁾	Common Shares	1,345
Restricted Stock Units	\$ 0	02/22/2012		M		625		⁽⁵⁾	⁽⁵⁾	Common Shares	625

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Foster David B EATON CENTER 111 SUPERIOR AVENUE CLEVELAND, OH 44114			SVP Corp. Dev. & Treasury	

Signatures

/s/Kathleen S. O'Connor, as
Attorney-in-Fact 02/23/2012

__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 were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.

(2) These shares are held in the Eaton Savings Plan.

(3) Thirty-three percent (33%) of these options become exercisable on the first and second anniversary of the date granted and thirty-four percent (34%) on the third anniversary of the date granted.

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These restricted stock units vest as follows: thirty-three percent (33%) of the total shares granted vest on the first and second anniversary
(4) of the date of the grant and the remaining thirty-four percent (34%) of the total shares granted vest on the third anniversary of the date of the grant.

(5) This field is not applicable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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