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Form 4 May 09, 201											
FORM /								OMB APPROVAL			
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						COMMISSION	OMB Number:	3235-0287			
						Expires:January 31, 2005Estimated average burden hours per response0.5					
(Print or Type I	Responses)										
1. Name and Address of Reporting Person <u></u> <u></u> Moran Thomas E.			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]				ng	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction					x an apprease)			
EATON CE AVENUE	ENTER, 1111 S	UPERIOR	(Month/D 05/08/20					Director X Officer (give below) Sr VF		Owner er (specify	
Filed				. If Amendment, Date Original iled(Month/Day/Year)				 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting 			
CLEVELA	ND, OH 44114							Person		porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	2. Transaction Da (Month/Day/Year	r) Executio any	ned n Date, if Day/Year)	3. Transactic Code (Instr. 8) Code V	(Instr. 3,	ispose	d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common Shares	05/08/2012			М	7,300 (1)	A	\$0	12,251	D		
Common Shares	05/08/2012			F	2,333 (2)	D	\$ 45.13	9,918	D		
Common Shares								600	I	by spouse	
Common Shares								153.401 <u>(3)</u>	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.

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)	Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
			Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0 <u>(4)</u>	05/08/2012	М	7,300 (5)	(6)	(6)	Common Shares	7,300	4

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Moran Thomas E. EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114			Sr VP and Secretary				
Signatures							
/s/Kathleen S. O'Connor, as Attorney-in-Fact	05/09/2012						
**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 common shares were acquired upon the vesting and settlement of certain restricted stock units.
- (2) These common shares were delivered to the issuer to pay for the applicable withholding tax due upon vesting of certain restricted stock units.
- (3) These shares are held in the Eaton Savings Plan.
- (4) Each restricted stock unit represents a contingent right to receive one common share of the issuer.

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- (5) These restricted stock units were surrendered in exchange for common shares of the issuer.
- (6) 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. 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.