

LAUTENBACH NED C
Form 4
April 02, 2003

OMB APPROVAL
OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response...0.5

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

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

**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**

- ☐ Check this box if no longer
subject to Section 16.
Form 4 or Form 5
obligations may continue.
See Instruction 1(b).

1. Name and Address of Reporting Person* Lautenbach Ned C. <i>(Last) (First) (Middle)</i> Clayton, Dubilier & Rice, Inc. 375 Park Avenue <i>(Street)</i>	2. Issuer Name and Ticker or Trading Symbol Eaton Corporation (ETN) 	3. I.R.S. Identification Number of Reporting Person, if an entity (Voluntary) 																
New York, NY 10152 <i>(City) (State) (Zip)</i>	4. Statement for Month/Day/Year 3/31/2003 	5. If Amendment, Date of Original (Month/Year) 																
6. Relationship of Reporting Person(s) to Issuer (Check All Applicable) <table style="width: 100%; border: none;"> <tr> <td style="width: 10%; text-align: center;">X</td> <td style="width: 40%;">Director</td> <td style="width: 10%; text-align: center;">O</td> <td style="width: 40%;">10% Owner</td> </tr> <tr> <td style="text-align: center;">O</td> <td colspan="3">Officer (give title below)</td> </tr> <tr> <td style="text-align: center;">O</td> <td colspan="3">Other (specify below)</td> </tr> </table>		X	Director	O	10% Owner	O	Officer (give title below)			O	Other (specify below)			7. Individual or Joint/Group Filing (Check Applicable Line) <table style="width: 100%; border: none;"> <tr> <td style="width: 10%; text-align: center;">X</td> <td style="width: 90%;">Form Filed by One Reporting Person</td> </tr> <tr> <td style="text-align: center;">O</td> <td>Form Filed by More than One Reporting Person</td> </tr> </table>	X	Form Filed by One Reporting Person	O	Form Filed by More than One Reporting Person
X	Director	O	10% Owner															
O	Officer (give title below)																	
O	Other (specify below)																	
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

Table I Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security <i>(Instr. 3)</i>	2. Transaction Date <i>(Month/Day/Year)</i>	2a. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	3. Transaction Code <i>(Instr. 8)</i>	4. Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) <i>(Instr. 3 and 4)</i>	6. Ownership Form: Direct (D) or Indirect (I) <i>(Instr. 4)</i>	7. Nature of Indirect Beneficial Ownership <i>(Instr. 4)</i>
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	Code V	Amount	(A) or (D)	Price
Common Shares				2,085.00 D

Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security <i>(Instr. 3)</i>	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date <i>(Month/Day/Year)</i>	3A. Deemed Execution Date, if any <i>(Month/Day/Year)</i>	4. Transaction Code <i>(Instr. 8)</i>	5. Number of Derivative Securities Acquired (A) or Disposed of (D) <i>(Instr. 3, 4 and 5)</i>
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				Code V	(A)	(D)
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Phantom Shares	N/A	3/31/2003		A	373.16(1)	
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Table II Derivative Securities Acquired, Disposed of, or Beneficially Owned Continued
(e.g., puts, calls, warrants, options, convertible securities)

6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Securities: Beneficially Owned at End of Month	11. Nature of Indirect Beneficial Ownership (Instr. 4)
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Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
N/A	N/A	Common Shares	373.16	N/A	5,705.69	D

Explanation of Responses:

1. Phantom Share Units allocated to the account of the reporting person pursuant to the 1996 Non-Employee Director Fee Deferral Plan.

*/s/ Ned C. Lautenbach

4/02/2003

**Signature of Reporting
Person

Date

*By /s/ Claudia J. Taller as
Attorney-in-Fact

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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