McGuire Mark M Form 4 February 28, 2012

# FORM 4

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

OMB 3235-0287 Number:

**OMB APPROVAL** 

2005

January 31, Expires:

Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

Name and Addro     McGuire Mark	ess of Reporting Perso M	2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)		
(Last)	(First) (Middle	3. Date of Earliest Transaction	(Check all applicable)		
		(Month/Day/Year)	Director 10% Owner		
EATON CENT AVENUE	ER, 1111 SUPER	OR 02/24/2012	_X_ Officer (give title Other (specify below)		
	(Street)	4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CLEVELAND,	ОН 44114-2584	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tabl	e I - Non-D	Perivative S	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securiti on(A) or Dis (Instr. 3, 4)	spose 4 and (A) or	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)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Shares	02/24/2012		F	384 <u>(1)</u>	` ′	\$ 52.09	47,917	D	
Common Shares	02/24/2012		M	2,150	A	\$ 0	50,067	D	
Common Shares	02/24/2012		F	687 <u>(2)</u>	D	\$ 52.09	49,380	D	
Common Shares							1,786.462 (3)	Ι	by trustee of ESP

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

#### Edgar Filing: McGuire Mark M - Form 4

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.

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 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. Transacti Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securities	8. P. Deri Sect (Ins
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Units	\$ 0	02/24/2012		M	2,150	<u>(4)</u>	<u>(4)</u>	Common Shares	2,150	

Counsel

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
McGuire Mark M			EVD and				
EATON CENTER		EVP and					
AAAA GEEDEREN AAAAAAAA			General				

1111 SUPERIOR AVENUE CLEVELAND, OH 44114-2584

## **Signatures**

/s/Kathleen S. O'Connor, as
Attorney-in-Fact
02/28/2012

\*\*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 shares of restricted stock.
- (2) These 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) 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.

Reporting Owners 2

### Edgar Filing: McGuire Mark M - Form 4

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.