

Edgar Filing: EATON CORP - Form S-8

EATON CORP  
Form S-8  
July 30, 2002

As Filed with the Securities and Exchange Commission on July 30, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EATON CORPORATION  
(Exact name of issuer as specified in its charter)

Ohio

34-0196300

(State of Incorporation)

(IRS Employer Identification No.)

Eaton Center, Cleveland, Ohio 44114  
(Address of principal executive offices)

CUTLER-HAMMER DE PUERTO RICO INC. RETIREMENT SAVINGS PLAN

(Full Title of Plan)

E. R. Franklin, Secretary  
Eaton Center, Cleveland, Ohio 44114  
(Name and address of agent for service)

Telephone number, including area code,  
of agent for service: (216) 523-4103

CALCULATION OF REGISTRATION FEE

| Title of Securities to be Registered | Amount to be Registered | Proposed Maximum Offering Price Per Share | Proposed Maximum Aggregate Offering Price (1) | Amount of Registration Fee |
|--------------------------------------|-------------------------|---|---|----------------------------|
|                                      |                         |   |   |                            |

Edgar Filing: EATON CORP - Form S-8

---

|  |               |     |             |          |
|--|---------------|-----|-------------|----------|
| Common Shares<br>with a par value<br>of \$.50 each | 30,000        | N/A | \$2,008,500 | \$184.78 |
| Plan Participations (2)                            | Indeterminate | N/A | N/A         | N/A      |

---

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 (based on a closing price of \$66.95 on July 26, 2002).
- (2) Pursuant to Rule 416(c), this Registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan referenced above.

Page 1

Pursuant to Instruction E to Form S-8, the information contained in registration Statement No. 333-35697 is hereby incorporated by reference into this Registration Statement, except as set forth below under Item 8.

Item 8. Exhibits

See List of Exhibits at page 3.

SIGNATURES

THE REGISTRANT -- Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on the 30th day of July, 2002.

EATON CORPORATION

By /s/ J. R. Horst

-----  
J. R. Horst  
Vice President  
and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Edgar Filing: EATON CORP - Form S-8

| Name                              | Title  | Date          |
|-----------------------------------|--|---------------|
| -----                             | -----  | -----         |
| *<br>-----<br>Alexander M. Cutler | Chairman and Chief Executive<br>Officer; Principal Executive<br>Officer; Director                  | July 30, 2002 |
| *<br>-----<br>Richard H. Fearon   | Executive Vice President - Chief<br>Financial and Planning Officer;<br>Principal Financial Officer |               |

Page 2

|                                   |  |
|-----------------------------------|--|
| *<br>-----<br>Billie K. Rawot     | Vice President and Controller;<br>Principal Accounting Officer |
| *<br>-----<br>Michael J. Critelli | Director   |
| *<br>-----<br>Ernie Green         | Director   |
| *<br>-----<br>Deborah L. McCoy    | Director   |
| *<br>-----<br>John R. Miller      | Director   |
| *<br>-----<br>Furman C. Moseley   | Director   |
| *<br>-----                        | Director   |

Edgar Filing: EATON CORP - Form S-8

Victor A. Pelson

\*

Director

-----  
Gary L. Tooker

\*By /s/ DAVID M. O'LOUGHLIN

-----  
David M. O'Loughlin, Attorney-in-Fact  
for the Officers and Directors  
signing in the capacities indicated

Page 3

EXHIBIT INDEX

Exhibit  
Number

-----

|    |                               |
|----|-------------------------------|
| 23 | Consent of Ernst & Young LLP. |
| 24 | Power of Attorney.            |