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EATON CORP  
Form S-3MEF  
June 03, 2003

AS FILED WITH THE SECURITIES AND EXCHANGE COMMISSION ON JUNE 3, 2003

REGISTRATION NO. 333-

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SECURITIES AND EXCHANGE COMMISSION  
WASHINGTON, D.C. 20549  
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FORM S-3  
REGISTRATION STATEMENT  
UNDER THE SECURITIES ACT OF 1933  
-----

EATON CORPORATION  
(EXACT NAME OF REGISTRANT AS SPECIFIED IN ITS CHARTER)

OHIO  
(STATE OR OTHER JURISDICTION OF INCORPORATION OR ORGANIZATION)

34-0196300  
(IRS EMPLOYER IDENTIFICATION NO.)

Eaton Center, 1111 Superior Avenue, Cleveland, Ohio 44114-2584, (216) 523-5000  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
REGISTRANT'S PRINCIPAL EXECUTIVE OFFICES)

-----  
E. R. FRANKLIN, Vice President and Secretary  
Eaton Corporation, Eaton Center, 1111 Superior Avenue, Cleveland, Ohio  
44114-2584, (216) 523-4103  
(ADDRESS, INCLUDING ZIP CODE, AND TELEPHONE NUMBER, INCLUDING AREA CODE, OF  
AGENT FOR SERVICE)

Copies to:  
JONATHAN JEWETT  
Shearman & Sterling, 599 Lexington Avenue, New York, New York 10022  
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APPROXIMATE DATE OF COMMENCEMENT OF PROPOSED SALE OF THE SECURITIES TO THE  
PUBLIC:

From time to time after the effective date of this Registration Statement.  
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If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box. [ ]

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest

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reinvestment plans, check the following box.  [X]

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [X] No. 333-74355

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.  [ ]

If delivery of the prospectus is expected to be made pursuant to Rule 434, please check the following box.  [ ]

CALCULATION OF REGISTRATION FEE

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TITLE OF EACH CLASS OF SECURITIES TO BE REGISTERED	AMOUNT TO BE REGISTERED	PROPOSED MAXIMUM OFFERING PRICE PER UNIT(1)	PROPOSED MAXI AGGREGATE OFFERING PRICE
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Common Shares, par value 50c per share.....	\$47,850,000	100%	\$47,850,000
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(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457.

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INCORPORATION OF CERTAIN INFORMATION BY REFERENCE

This Registration Statement is being filed pursuant to Rule 462(b) under the Securities Act of 1933, as amended. The information in the Registration Statement on Form S-3 filed by Eaton Corporation with the Securities and Exchange Commission (file No. 333-74355) pursuant to the Securities Act of 1933, as amended, and declared effective on May 26, 1999 is incorporated by reference into this Registration Statement.

EXHIBIT INDEX

EXHIBIT NUMBER -----	EXHIBIT DESCRIPTION -----
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- 5 -- Opinion of J. R. Horst, Vice President and General Counsel, as to valid Securities.
- 23(a) -- Consent of Ernst & Young LLP.
- 23(b) -- Consent of J. R. Horst, Vice President and General Counsel, is contained filed as Exhibit 5 to this Registration Statement.
- 24 -- Power of Attorney and certified resolutions of the Board of Directors.

SIGNATURES

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-3 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 2ND DAY OF JUNE 2003.

EATON CORPORATION

By /s/ RICHARD H. FEARON\*

Richard H. Fearon,  
Executive Vice President --  
Chief Financial and Planning Officer

By /s/ BILLIE K. RAWOT\*

Billie K. Rawot  
Vice President and Controller

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.

NAME	TITLE
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* ----- Alexander M. Cutler	Chairman and Chief Executive Officer; President; (Principal Financial Officer); Director
* ----- Richard H. Fearon	Executive Vice President -- Chief Financial and Planning Officer; (Principal Financial Officer)
* ----- Billie K. Rawot	Vice President and Controller; (Principal Accounting Officer)
* ----- Michael J. Critelli	Director

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\* Director  
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Ernie Green

\* Director  
-----  
Ned C. Lautenbach

\* Director  
-----  
Deborah L. McCoy

\* Director  
-----  
John R. Miller

\* Director  
-----  
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

\*By /s/ MARK HENNESSEY  
-----  
Mark Hennessey, Attorney-in-Fact  
for the officers and directors  
signing in the capacities indicated

June 2, 2003