

Edgar Filing: EATON CORP - Form 4

(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	(Instr. 8)	
					Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
	Phantom Shares	\$ 0	09/30/2012		A		251.78 (1)		(2)	(2)	Common Shares	251.78	\$ 4			

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Golden Charles E EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	X			

Signatures

/s/Katheen S. O'Connor, as Attorney-in-Fact
 Date: 10/02/2012
**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).
- These Phantom Share Units were acquired by the reporting person's deferral of fees in the 2005 Non-Employee Director Fee Deferral
- (1) Plan. The number of Phantom Share Units acquired is based on the average of the mean prices for Eaton Common Shares for the twenty trading days immediately preceding the end of the calendar quarter in which the fees deferred were earned.
 - (2) This field is not applicable.
 - (3) Represents the total number of Phantom Share Units allocated to the account of the reporting person pursuant to the Issuer's 2005 Non-Employee Director Fee Deferral Plan and includes Phantom Share Units acquired pursuant to dividend reinvestment.

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.