EATON CORP

Form 4

November 28, 2007

Check this box

if no longer

subject to

Section 16.

Form 4 or

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5
obligations
may continue.
See Instruction

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * SWEETNAM JAMES E | | | 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) | | | |
| EATON CENTER, 1111 SUPERIOR AVE | | SUPERIOR | (Month/Day/Year) 11/26/2007 | Director 10% Owner _X_ Officer (give title Other (speci- below) below) Sr VP and President - Truck | | | |
| (Street) | | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| CLEVELAND, OH 44114 | | | Filed(Month/Day/Year) | Applicable Line) _X_Form filed by One Reporting Person Form filed by More than One Reporting Person | | | |

| (City) | (State) (Z | Zip) Table | e I - Non-D | erivative : | Secur | ities Acqu | uired, Disposed of | , 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. Transactio Code (Instr. 8) | 4. Securit r(A) or Di (Instr. 3, | spose | 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 | 11/26/2007 | <u>(1)</u> | S | 100 | D | \$ 89 | 36,265 | D | |
| Common Shares | 11/26/2007 | <u>(1)</u> | S | 200 | D | \$ 89.01 | 36,065 | D | |
| Common Shares | 11/26/2007 | <u>(1)</u> | S | 100 | D | \$ 88.6 | 35,965 | D | |
| Common Shares | | | | | | | 317.243 (2) | I | by trustee of ESP |

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

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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 | | 3. Transaction Date (Month/Day/Year) | | 4. Transacti | 5. onNumber | 6. Date Exerc Expiration D | | 7. Title | | 8. Price of Derivative | 9. Nu Deriv |
|------------------------|-------------|--------------------------------------|----------------------|--------------------|---|-------------------------------|--------------------|-----------------|----------------------------|------------------------|---|
| Security (Instr. 3) | or Exercise | | any (Month/Day/Year) | Code (Instr. 8) | of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | (Month/Day/ e | | Under Securi | lying | Security (Instr. 5) | Secur Bene Owne Follo Repo Trans (Instr |
| | | | | Code V | (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares | | |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

SWEETNAM JAMES E EATON CENTER 1111 SUPERIOR AVE CLEVELAND, OH 44114

Sr VP and President - Truck

Signatures

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

11/28/2007

**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) This field is not applicable.
- (2) These shares are held in the Eaton Savings Plan.

Remarks:

This is form 2 of 2.

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.

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