

EATON CORP
Form 4/A
January 17, 2007

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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer
FRANKLIN EARL R			EATON CORP [ETN]	(Check all applicable)
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)	<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner
EATON CENTER, 1111 SUPERIOR AVE.			01/11/2007	<input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below)
(Street)			4. If Amendment, Date Original Filed(Month/Day/Year)	Vice President and Secretary
CLEVELAND, OH 44114			01/16/2007	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)		<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
				Code V	Amount (A) or (D) Price		
Common Shares	01/11/2007		S ⁽¹⁾	D	100 \$ 72.42	D	
Common Shares	01/11/2007		S ⁽¹⁾	D	100 \$ 72.38	D	
Common Shares	01/11/2007		S ⁽¹⁾	D	100 \$ 72.37	D	
Common Shares	01/11/2007		S ⁽¹⁾	D	100 \$ 72.28	D	
Common Shares	01/11/2007		S ⁽¹⁾	D	100 \$ 72.26	D	

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Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 72.25	24,010	D	
Common Shares	01/11/2007	S ⁽¹⁾	300	D	\$ 72.23	23,710	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 72.2	23,610	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 72.19	23,510	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 72.05	23,410	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 72.02	23,310	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 72	23,210	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 71.99	23,110	D	
Common Shares	01/11/2007	S ⁽¹⁾	100	D	\$ 71.97	23,010	D	
Common Shares	01/11/2007	F	692 ⁽²⁾	D	\$ 72.18	22,318	D	
Common Shares						6,052.338 ⁽³⁾	I	by trustee of ESP

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

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.

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

