

McGill James W
Form 4
October 26, 2010

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
McGill James W

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)
EATON CENTER, 1111 SUPERIOR AVE.

3. Date of Earliest Transaction (Month/Day/Year)
10/22/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

EVP - Human Resources

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CLEVELAND, OH 44114

(City) (State) (Zip)

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Shares | 10/22/2010 | | S | | 4,000 | D | \$ 87.88 (1) |
| Common Shares | 10/22/2010 | | M | | 5,544 | A | \$ 34.65 |
| Common Shares | 10/22/2010 | | S | | 5,544 | D | \$ 87.79 (2) |
| Common Shares | 10/22/2010 | | M | | 6,538 | A | \$ 40.6 |
| | 10/22/2010 | | S | | 6,538 | D | 40,821 |

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| | | | | | | | | | |
|---------------|------------|--|---|--------------|---|-----------------|--------------|---|-------------------|
| Common Shares | | | | | | \$ 87.78 (3) | | | |
| Common Shares | 10/22/2010 | | M | 11,258 | A | \$ 36.47 | 52,079 | D | |
| Common Shares | 10/22/2010 | | S | 11,258 | D | \$ 87.81 (4) | 40,821 | D | |
| Common Shares | 10/22/2010 | | F | 1,136 (5) | D | \$ 87.92 | 39,685 | D | |
| Common Shares | 10/22/2010 | | F | 1,137 (5) | D | \$ 87.9 | 38,548 | D | |
| Common Shares | 10/22/2010 | | F | 1,125 (5) | D | \$ 87.95 | 37,423 | D | |
| Common Shares | 10/22/2010 | | M | 2,856 | A | \$ 34.65 | 40,279 | D | |
| Common Shares | 10/22/2010 | | M | 2,462 | A | \$ 40.6 | 42,741 | D | |
| Common Shares | 10/22/2010 | | M | 2,741 | A | \$ 36.47 | 45,482 | D | |
| Common Shares | | | | | | | 4,250.35 (6) | 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.

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 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) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|---------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Stock Option | \$ 36.47 | 10/22/2010 | | M | 11,258 | 02/27/2002 | 02/27/2011 | Common Shares | 11,258 |

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| | | | | | | | | |
|--------------|----------|------------|---|-------|------------|------------|---------------|-------|
| Stock Option | \$ 36.47 | 10/22/2010 | M | 2,741 | 02/27/2002 | 02/27/2011 | Common Shares | 2,741 |
| Stock Option | \$ 40.6 | 10/22/2010 | M | 6,538 | 02/26/2003 | 02/26/2012 | Common Shares | 6,538 |
| Stock Option | \$ 40.6 | 10/22/2010 | M | 2,462 | 02/26/2003 | 02/26/2012 | Common Shares | 2,462 |
| Stock Option | \$ 34.65 | 10/22/2010 | M | 5,544 | 02/25/2004 | 02/25/2013 | Common Shares | 5,544 |
| Stock Option | \$ 34.65 | 10/22/2010 | M | 2,856 | 02/25/2004 | 02/25/2013 | Common Shares | 2,856 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| McGill James W EATON CENTER 1111 SUPERIOR AVE. CLEVELAND, OH 44114 | | | EVP - Human Resources | |

Signatures

/s/Kathleen S. O'Connor, as
Attorney-in-Fact
Date: 10/26/2010

**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) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$87.87 - \$87.89. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (2) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$87.78 - \$87.81. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (3) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$87.77 - \$87.83. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (4) Price reported constitutes the average weighted price of shares sold. Shares were sold at varying prices in the range of \$87.81 - \$87.845. The reporting person hereby undertakes, upon request of the Commission, the issuer or a security holder of the issuer, to provide full information regarding the number of shares sold at each separate price.
 - (5) These shares were delivered to the issuer to pay for the applicable option exercise price.
 - (6) These shares are held in the Eaton Savings Plan.

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