

McGill James W  
Form 3  
January 06, 2010

**FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

OMB APPROVAL

OMB Number: 3235-0104  
Expires: January 31, 2005  
Estimated average burden hours per response... 0.5

**INITIAL STATEMENT OF 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. Date of Event Requiring Statement | 3. Issuer Name and Ticker or Trading Symbol      |  |
| Â McGill James W                          |         | (Month/Day/Year)                     | EATON CORP [ETN]                                 |  |
| (Last)                                    | (First) | (Middle)                             | 4. Relationship of Reporting Person(s) to Issuer | 5. If Amendment, Date Original Filed(Month/Day/Year)                   |
|   |         | 01/01/2010                           |  |  |
| EATON CENTER,Â 1111 SUPERIOR AVE.         |         |                                      | (Check all applicable)                           |  |
| (Street)                                  |         |                                      | <input type="checkbox"/> Director                | <input type="checkbox"/> 10% Owner                                     |
|   |         |                                      | <input checked="" type="checkbox"/> Officer      | <input type="checkbox"/> Other   |
|   |         |                                      | (give title below)                               | (specify below)  |
| CLEVELAND,Â OHÂ 44114                     |         |                                      | EVP - Human Resources                            |  |
| (City)                                    | (State) | (Zip)                                |  | 6. Individual or Joint/Group Filing(Check Applicable Line)             |
|   |         |                                      |  | <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 Beneficially Owned**

| 1. Title of Security (Instr. 4) | 2. Amount of Securities Beneficially Owned (Instr. 4) | 3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5) | 4. Nature of Indirect Beneficial Ownership (Instr. 5) |
|---------------------------------|---|--|---|
| Common Shares                   | 34,646 <sup>(1)</sup>                                 | D  | Â   |
| Common Shares                   | 13,219.64   | I  | by trustee of ESP <sup>(2)</sup>                      |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

**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.**

**Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)**

| 1. Title of Derivative Security (Instr. 4) | 2. Date Exercisable and Expiration Date (Month/Day/Year) | 3. Title and Amount of Securities Underlying Derivative Security (Instr. 4) | 4. Conversion or Exercise Price of | 5. Ownership Form of Derivative | 6. Nature of Indirect Beneficial Ownership (Instr. 5) |
|--|--|---|------------------------------------|---------------------------------|---|
|--|--|---|------------------------------------|---------------------------------|---|

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|              | Date Exercisable          | Expiration Date | Title         | Amount or Number of Shares | Derivative Security | Security: Direct (D) or Indirect (I) (Instr. 5) |   |
|--------------|---------------------------|-----------------|---------------|----------------------------|---------------------|---|---|
| Stock Option | 02/27/2002 <sup>(3)</sup> | 02/27/2011      | Common Shares | 14,000                     | \$ 36.47            | D   | Â |
| Stock Option | 02/26/2003 <sup>(3)</sup> | 02/26/2012      | Common Shares | 9,000                      | \$ 40.6             | D   | Â |
| Stock Option | 02/25/2004 <sup>(3)</sup> | 02/25/2013      | Common Shares | 8,400                      | \$ 34.65            | D   | Â |
| Stock Option | 02/24/2005 <sup>(3)</sup> | 02/24/2014      | Common Shares | 8,000                      | \$ 59.07            | D   | Â |
| Stock Option | 02/22/2006 <sup>(3)</sup> | 02/22/2015      | Common Shares | 10,900                     | \$ 68.22            | D   | Â |
| Stock Option | 02/21/2007 <sup>(3)</sup> | 02/21/2016      | Common Shares | 8,800                      | \$ 68.62            | D   | Â |
| Stock Option | 02/27/2008 <sup>(3)</sup> | 02/27/2017      | Common Shares | 8,700                      | \$ 80.81            | D   | Â |
| Stock Option | 02/26/2009 <sup>(3)</sup> | 02/26/2018      | Common Shares | 8,500                      | \$ 83.13            | D   | Â |

## Reporting Owners

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

## Signatures

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

01/06/2010

\_\_Signature of Reporting Person

Date

## Explanation of Responses:

- \* If the form is filed by more than one reporting person, *see* Instruction 5(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) Certain of these shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (2) These shares are held in the Eaton Savings Plan.
- (3) Thirty-three percent (33%) of these options become exercisable on the first and second anniversaries of the date granted and thirty-four percent (34%) on the third anniversary of the date granted.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *See* Instruction 6 for procedure.

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