

Edgar Filing: EATON CORP - Form S-8

EATON CORP  
Form S-8  
July 30, 2002

As Filed with the Securities and Exchange Commission on July 30, 2002

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EATON CORPORATION  
(Exact name of issuer as specified in its charter)

Ohio

34-0196300

(State of Incorporation)

(IRS Employer Identification No.)

Eaton Center, Cleveland, Ohio 44114  
(Address of principal executive offices)

EATON CORPORATION INCENTIVE COMPENSATION DEFERRAL PLAN

(Full Title of Plan)

E. R. Franklin, Secretary  
Eaton Center, Cleveland, Ohio 44114  
(Name and address of agent for service)

Telephone number, including area code,  
of agent for service: (216) 523-4103

CALCULATION OF REGISTRATION FEE

| Title of Securities to be | Amount to be | Proposed Maximum Offering Price | Proposed Maximum Aggregate Offering | Amount of Registration |
|---------------------------|--------------|---------------------------------|-------------------------------------|------------------------|
|                           |              |                                 |                                     |                        |

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| Registered   | Registered | Per Share | Price(1)       | Fee      |
|--|------------|-----------|----------------|----------|
| Common Shares<br>with a par value<br>of \$.50 each | 100,000    | N/A       | \$6,695,000.00 | \$615.94 |

(1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457, (based on a closing price of \$66.95 per share on July 26, 2002)

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Pursuant to Instruction E to Form S-8, the information contained in registration Statement No. 333-22597 is hereby incorporated by reference into this Registration Statement, except as set forth below under Item 8.

Item 8. Exhibits

See List of Exhibits at page 3.

SIGNATURES

THE REGISTRANT -- Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on the 30th day of July, 2002.

EATON CORPORATION

By /s/ J. R. Horst  
 \_\_\_\_\_  
 J. R. Horst  
 Vice President  
 and General Counsel

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

| Name | Title | Date |
|------|-------|------|
| ---- | ----- | ---- |

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July 30, 2002

\*  
-----  
Alexander M. Cutler

Chairman and Chief Executive  
Officer; Principal Executive  
Officer; Director

\*  
-----  
Richard H. Fearon

Executive Vice President - Chief  
Financial and Planning Officer;  
Principal Financial Officer

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\*  
-----  
Billie K. Rawot

Vice President and Controller;  
Principal Accounting Officer

\*  
-----  
Michael J. Critelli

Director

\*  
-----  
Ernie Green

Director

\*  
-----  
Deborah L. McCoy

Director

\*  
-----  
John R. Miller

Director

\*  
-----  
Furman C. Moseley

Director

\*  
-----  
Victor A. Pelson

Director

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\*

Director

-----  
Gary L. Tooker

\*By /s/ DAVID M. O'LOUGHLIN

-----  
David M. O'Loughlin, Attorney-in-Fact  
for the Officers and Directors  
signing in the capacities indicated

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EXHIBIT INDEX

Exhibit  
Number  
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|    |                               |
|----|-------------------------------|
| 23 | Consent of Ernst & Young LLP. |
| 24 | Power of Attorney.            |