

GROSS THOMAS  
Form 4  
December 03, 2012

**FORM 4**

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

OMB APPROVAL

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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 \*  
**GROSS THOMAS**

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)  
**11/30/2012**

\_\_\_ Director \_\_\_ 10% Owner  
 Officer (give title below) \_\_\_ Other (specify below)

VC & COO - Electrical Sector

(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 Stock	11/30/2012		D		42,826.2	D	0
Common Stock	11/30/2012		D		4,151.004	D	0

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)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Restricted Stock Units	\$ 0	11/30/2012		D	3,544	(2) (2)	Common Shares 3,544
Restricted Stock Units	\$ 0	11/30/2012		D	18,200	(3) (3)	Common Shares 18,200
Restricted Stock Units	\$ 0	11/30/2012		D	8,250	(4) (4)	Common Shares 8,250
Restricted Stock Units	\$ 0	11/30/2012		D	11,925	(5) (5)	Common Shares 11,925
Stock Option	\$ 51.94	11/30/2012		D	44,100	(6) 02/21/2022	Common Shares 44,100
Stock Option	\$ 53.71	11/30/2012		D	44,000	(7) 02/22/2021	Common Shares 44,000
Stock Option	\$ 29.535	11/30/2012		D	56,000	(8) 02/24/2014	Common Shares 56,000
Stock Option	\$ 34.11	11/30/2012		D	42,000	(9) 02/22/2015	Common Shares 42,000
Stock Option	\$ 34.31	11/30/2012		D	25,000	(10) 02/21/2016	Common Shares 25,000
Stock Option	\$ 40.405	11/30/2012		D	32,000	(11) 02/27/2017	Common Shares 32,000
Stock Option	\$ 41.565	11/30/2012		D	35,200	(12) 02/26/2018	Common Shares 35,200

## Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other



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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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