Connor Christopher M Form 4/A April 29, 2011

Check this box

if no longer

### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** 3235-0287

Number: Expires:

**OMB APPROVAL** 

January 31, 2005

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response...

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subject to Section 16. Form 4 or Form 5 obligations may continue.

See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Connor Christopher M			2. Issuer Name and Ticker or Trading Symbol EATON CORP [ETN]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First)	Middle)	3. Date of Earliest Transaction					(Check all applicable)			
(2000)	(1 1131)		(Month/Da		insaction			X Director	10%	Owner	
EATON CENTER, 1111 SUPERIOR AVENUE								Officer (giv		er (specify	
	(Street)	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
CLEVEL AN	Filed(Month/Day/Year) 01/28/2011					Applicable Line) _X_ Form filed by One Reporting Person _Form filed by More than One Reporting					
CLEVELAN	ID, OH 44114							Person			
(City)	(State)	(Zip)	Table	I - Non-De	erivative S	ecuri	ties Ac	quired, Disposed (	of, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year	) Execution any	med on Date, if Day/Year)	3. Transaction Code (Instr. 8)	4. SecuritonAcquired Disposed (Instr. 3,	(A) o of (D	)	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)	
Common Shares	01/26/2011			A	1,071 (1) (2) (3)	A	\$0	4,681 <u>(3)</u>	D		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

#### Edgar Filing: Connor Christopher M - Form 4/A

	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	<b>:</b>		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

# **Reporting Owners**

Reporting Owner Name / Address	Relationships						
r	Director	10% Owner	Officer	Other			
Connor Christopher M EATON CENTER 1111 SUPERIOR AVENUE CLEVELAND, OH 44114	X						

# **Signatures**

/s/Kathleen S. O'Connor, as Attorney-in-Fact 04/29/2011

\*\*Signature of Reporting Person

## **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).

Date

- (1) These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (2) Share amount amended to reflect the correct amount of shares awarded to reporting person on January 26, 2011. This amount was under-reported on the Form 4 filed January 28, 2011 due to administrative error.
- (3) Share amounts are reported as of January 28, 2011, the original filing date of this report, and do not reflect the 2-for-1 stock split of the common stock of the issuer which occured on February 28, 2011.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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