

EATON CORP
Form 144
September 06, 2006

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SEC USE ONLY
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U.S. SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549
FORM 144

NOTICE OF PROPOSED SALE OF SECURITIES
PURSUANT TO RULE 144 UNDER THE SECURITIES ACT OF 1933

ATTENTION: *Transmit for filing 3 copies of this form concurrently with either placing an order with a broker to execute sale or executing a sale directly with a market maker.*

1(a) NAME OF ISSUER	(b) IRS IDENT. NO.	(c) S.E.C. FILE NO.				
Eaton Corporation	34-0196300	1-1396				
1(d) ADDRESS OF ISSUER	STREET	CITY	STATE	ZIP CODE	(e) TELEPHONE NO.	
	Eaton Center				AREA CODE	
	1111 Superior Avenue	Cleveland	OH	44114	AND NUMBER	
					216	523-5000

PERSON FOR WHOSE ACCOUNT THE SECURITIES ARE TO BE SOLD	(b) IRS IDENT. NO.	(c) RELATIONSHIP TO ISSUER	(d) ADDRESS	CITY
		Director	29325 Chagrin Blvd., Suite 301	Pepper Pike

INSTRUCTION: The person filing this notice should contact the issuer to obtain the I.R.S. Identification Number and the S.E.C. File Number.

(b) Name and Address of Each Broker	SEC USE ONLY	(c)	(d)	(e)	(f) Approximate Da
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	Through Whom the Securities are to be		Number of Shares or Other Units To Be	Aggregate Market Value	Number of Shares or Other Units Outstanding	of Sale
of Securities	Offered or Each Market Maker who is	Broker-Dealer	Sold	Value	Outstanding	<i>(See instr. 3(f))</i>
d	Acquiring the Securities	File Number	<i>(See instr. 3(c))</i>	<i>(See instr. 3(d))</i>	<i>(See instr. 3(e))</i>	<i>(MO. DAY YR. 09/07/2006)</i>
	Fidelity Brokerage Services 100 Summer Street Boston, MA 02110		2,324	\$156,636.92	150,000,000	

1.

- (a) Name of issuer.
- (b) Issuer's IRS Identification Number.
- (c) Issuer's SEC file number, if any.
- (d) Issuer's address, including zip code.
- (e) Issuer's telephone number, including area code.

2.

- (a) Name of person for whose account the securities are to be sold.
- (b) Such person's or I.R.S. Identification number, if such a person is an entity.

(c) Such person's relationship to the issuer (e.g., officer, director, 10 percent stockholder, or member of immediate family of any of the foregoing).

(d) Such person's address, including zip code.

3.

(a) Title of the class of securities to be sold.

(b) Name and address of each broker through whom the securities are intended to be sold.

(c) Number of shares or other units to be sold (if debt securities, give the aggregate face amount).

(d) Aggregate market value of the securities to be sold as of a specified date within 10 days prior to the filing of this notice.

(e) Number of shares or other units of the class

outstanding, or
if debt securities
the face amount
thereof
outstanding, as
shown by the
most recent
report or
statement
published by the
issuer.

(f) Approximate
date on which
the securities
are to be sold.

(g) Name of each
securities
exchange, if
any, on which
the securities
are intended to
be sold.

TABLE I SECURITIES TO BE SOLD

Furnish the following information with respect to the acquisition of the securities to be sold and with respect to the payment of all or any part of the purchase price or other consideration therefor:

Date you	Name of Person from	Amount	Date of Payment	Nature
Class	Acquired	Whom Acquired	of	of
Acquired	Nature of Acquisition Transaction	<i>(If gift, also give date donor acquired)</i>	Securities	Acquired
09/07/2006	Option Exercise and Sale	Eaton Corporation	2,324	09/07/2006

INSTRUCTIONS: 1. If the securities were purchased and full payment therefor was not made in cash at the time of purchase, explain in the table or in a note thereto the nature of the consideration given. If the consideration consisted of any note or other obligation, or if payment was made in installments describe the arrangement and state when the note or other obligation was discharged in full or the last installment paid.

2. If within two years after the acquisition of the securities the person for whose account they are to be sold had any short positions, put or other option to dispose of securities referred to in paragraph (d)(3) of Rule 144, furnish full information with respect thereto.

TABLE II SECURITIES SOLD DURING THE PAST 3 MONTHS

Furnish the following information as to all securities of the issuer sold during the past 3 months by the person for whose account the securities are to be sold.

Name and Address of Seller	Title of Securities Sold	Date of Sale	Amount of Securities Sold	Gross Proceeds
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Remarks:

INSTRUCTIONS:

See the definition of "person" in paragraph (a) of Rule 144. Information is to be given not only as to the person for whose account the securities are to be sold but also as to all other persons included in that definition. In addition, information shall be given as to sales by all persons whose sales are required by paragraph (e) of Rule 144 to be aggregated with sales for the account of the person filing this notice.

ATTENTION:

The person for whose account the securities to which this notice relates are to be sold hereby represents by signing this notice that he does not know any material adverse information in regard to the current and prospective operations of the Issuer of the securities to be sold which has not been publicly disclosed.

09/06/2006

Date of Notice

/s/ John R. Miller, by Claudia J. Taller as attorney-in-fact.

(Signature)

The notice shall be signed by the person for whose account the securities are to be sold. At least one copy of the notice shall be manually signed. Any copies not manually signed shall bear typed or printed signatures.

ATTENTION: Intentional misstatements or omission of facts constitute Federal Criminal Violations See 18 U.S.C. 1001)