

EATON CORP
Form 144
February 16, 2006

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**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION
Washington, DC 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 _____
(d) Address of Issuer	(e) Telephone	
Eaton Center, 1111 Superior Avenue _____	Cleveland , OH 44114 _____	216 523-5000 _____
(Street)	(City) (State) (Zip Code)	(Area Code) (Number)
2(a) Name of Person For Whose Account the Securities are to be Sold	(b) IRS Ident. No.	(c) Relationship to Issuer
Susan J. Cook _____	_____ _____	Vice President-Human Resources _____

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(d) Address

Eaton Center 1111 Superior Avenue

Cleveland , OH 44114

(Street)

(City) (State) (Zip Code)

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*

3(a) Title of the Class of Securities to be Sold	(b) Name and Address of Each Broker Through Whom the Securities Are to be Offered or Each Market Maker Who is Acquiring the Securities	SEC USE ONLY Broker-Dealer File Number	(c) Number of Shares or Other Units to be Sold (See Instr. 3(c))	(d) Aggregate Market Value (See Instr. 3(d))	(e) Number of Shares or Other Units Outstanding (See Instr. 3(e))	(f) Approximate Date of Sale (Mo/Day/Yr) (See Instr. 3(f))	(g) Name of Each Securities Exchange (See Instr. 3(g))
Common Shares	Fidelity Investments P.O. Box 770001 Cincinnati, Ohio 45277		148,307	\$10,169,410.99	148,000,000	2/16/2006	NYSE

INSTRUCTIONS:

1. (a) Name of issuer.
(b) Issuer's I.R.S. 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 I.R.S. Identification number, if such 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.

	SECURITY	PRICE PER SHARE	PERCENT OF OFFERING	DATE OF SALE
1.	Common stock, \$10 par value	\$10.00	75%	1986
2.	Preferred stock, \$10 par value	\$10.00	25%	1986
3.	Bonds, 8% interest	\$100.00	0%	1986
4.	Warrants, \$10 par value	\$10.00	0%	1986
5.	Options, \$10 par value	\$10.00	0%	1986
6.	Convertible bonds, 8% interest	\$100.00	0%	1986
7.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
8.	Convertible common stock, \$10 par value	\$10.00	0%	1986
9.	Convertible warrants, \$10 par value	\$10.00	0%	1986
10.	Convertible options, \$10 par value	\$10.00	0%	1986
11.	Convertible bonds, 8% interest	\$100.00	0%	1986
12.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
13.	Convertible common stock, \$10 par value	\$10.00	0%	1986
14.	Convertible warrants, \$10 par value	\$10.00	0%	1986
15.	Convertible options, \$10 par value	\$10.00	0%	1986
16.	Convertible bonds, 8% interest	\$100.00	0%	1986
17.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
18.	Convertible common stock, \$10 par value	\$10.00	0%	1986
19.	Convertible warrants, \$10 par value	\$10.00	0%	1986
20.	Convertible options, \$10 par value	\$10.00	0%	1986
21.	Convertible bonds, 8% interest	\$100.00	0%	1986
22.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
23.	Convertible common stock, \$10 par value	\$10.00	0%	1986
24.	Convertible warrants, \$10 par value	\$10.00	0%	1986
25.	Convertible options, \$10 par value	\$10.00	0%	1986
26.	Convertible bonds, 8% interest	\$100.00	0%	1986
27.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
28.	Convertible common stock, \$10 par value	\$10.00	0%	1986
29.	Convertible warrants, \$10 par value	\$10.00	0%	1986
30.	Convertible options, \$10 par value	\$10.00	0%	1986
31.	Convertible bonds, 8% interest	\$100.00	0%	1986
32.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
33.	Convertible common stock, \$10 par value	\$10.00	0%	1986
34.	Convertible warrants, \$10 par value	\$10.00	0%	1986
35.	Convertible options, \$10 par value	\$10.00	0%	1986
36.	Convertible bonds, 8% interest	\$100.00	0%	1986
37.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
38.	Convertible common stock, \$10 par value	\$10.00	0%	1986
39.	Convertible warrants, \$10 par value	\$10.00	0%	1986
40.	Convertible options, \$10 par value	\$10.00	0%	1986
41.	Convertible bonds, 8% interest	\$100.00	0%	1986
42.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
43.	Convertible common stock, \$10 par value	\$10.00	0%	1986
44.	Convertible warrants, \$10 par value	\$10.00	0%	1986
45.	Convertible options, \$10 par value	\$10.00	0%	1986
46.	Convertible bonds, 8% interest	\$100.00	0%	1986
47.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
48.	Convertible common stock, \$10 par value	\$10.00	0%	1986
49.	Convertible warrants, \$10 par value	\$10.00	0%	1986
50.	Convertible options, \$10 par value	\$10.00	0%	1986
51.	Convertible bonds, 8% interest	\$100.00	0%	1986
52.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
53.	Convertible common stock, \$10 par value	\$10.00	0%	1986
54.	Convertible warrants, \$10 par value	\$10.00	0%	1986
55.	Convertible options, \$10 par value	\$10.00	0%	1986
56.	Convertible bonds, 8% interest	\$100.00	0%	1986
57.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
58.	Convertible common stock, \$10 par value	\$10.00	0%	1986
59.	Convertible warrants, \$10 par value	\$10.00	0%	1986
60.	Convertible options, \$10 par value	\$10.00	0%	1986
61.	Convertible bonds, 8% interest	\$100.00	0%	1986
62.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
63.	Convertible common stock, \$10 par value	\$10.00	0%	1986
64.	Convertible warrants, \$10 par value	\$10.00	0%	1986
65.	Convertible options, \$10 par value	\$10.00	0%	1986
66.	Convertible bonds, 8% interest	\$100.00	0%	1986
67.	Convertible preferred stock, \$10 par value	\$10.00	0%	1986
68.	Convertible common stock, \$10 par value	\$10.00	0%	1986
69.	Convertible warrants, \$10 par value	\$10.00	0%	1986
70.	Convertible options, \$10 par value	\$10.00	0%	1986

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:

Title of the Class	Date You Acquired	Nature of Acquisition Transaction	Name of Person from Whom Acquired <i>(if gift, also give date donor acquired)</i>	Amount of Securities Acquired	Date of Payment	Nature of Payment
Common Shares	2/17/2006	Option Exercise	Eaton Corporation	148,307	2/16/2006	Cash

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	
1	2
3	4
5	6
7	8
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97	98
99	100

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

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.

2/16/2006

/s/ Claudia J. Taller as attorney-in-fact

DATE OF NOTICE

(SIGNATURE)

The notice shall be signed by the persons 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)**