Edgar Filing: EATON CORP - Form 4/A

EATON CO Form 4/A	JRP						
December (04, 2006						
FORM						- .T	PPROVAL
	UNITED		URITIES AND EX ashington, D.C. 20	NOMB Number:	3235-0287		
Check t if no lor subject Section Form 4 Form 5 obligati may cor See Inst	nger to 16. or Filed put ons ntinue.	rsuant to Section (a) of the Public	NGES IN BENEF SECURITIES 16(a) of the Securi Utility Holding Cor Investment Compar	Expires: January 31 2005 Estimated average burden hours per response 0.5			
1(b).			-				
(Print or Type	Responses)						
(I find of Type	itesponses)						
1. Name and PAGE GR	Address of Reporting EGORY R	Symbo		Trading	5. Relationship o Issuer	of Reporting Per	rson(s) to
		EATC	ON CORP [ETN]	(Check all applicable)			
	, INCORPORATI	(Month	of Earliest Transaction /Day/Year) /2005		X Director Officer (giv below)		% Owner her (specify
BOX 5724							
Filed			nendment, Date Origina Ionth/Day/Year) /2006	6. Individual or Joint/Group Filing(CheckApplicable Line)_X_ Form filed by One Reporting Person			
MINNEAF	POLIS, MN 55440)			Form filed by Person	More than One R	eporting
(City)	(State)	(Zip) Ta	ble I - Non-Derivative	Securities A	Acquired, Disposed of	of, or Beneficia	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securit TransactionAcquired Code Disposed (Instr. 8) (Instr. 3, 4) Code V Amount	(A) or of (D)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Reminder: Re	port on a separate line	e for each class of se	curities beneficially ow	ned directly	or indirectly.		

Persons who respond to the collection of information contained in this form are not 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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number	6. Date Exercisable and	7. Title and Amount of	8. Pric
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onof Derivative	Expiration Date	Underlying Securities	Deriva
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	Securi

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			(Instr.		
				Code V	(A) ((D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Phantom Shares	\$ 0	12/31/2005	<u>(1)</u>	А	71.72 (2) (3)	<u>(1)</u>	(1)	Common Shares	71.72	<u>(1</u>

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
PAGE GREGORY R CARGILL, INCORPORATED P.O. BOX 5724 MINNEAPOLIS, MN 55440	Х						
Signatures							
/s/ Claudia J. Taller as attorney-in-fact	12/04/2006						
**Signature of Reporting Person	Date						

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).
- (1) This field is not applicable.

These phantom share units were acquired by the reporting person's deferral of fees in the 2005 Non-Employee Director Fee Deferral Plan.(2) The number of phantom share units acquired is based on the average of the mean prices for Eaton Common Shares for the twenty trading days immediately preceding the end of the calendar quarter in which the fees deferred were earned.

- (3) Share amount amended to reflect the correct amount deferred into Eaton Phantom Share Units. This amount was over-reported on the Form 4 filed January 4, 2006 on behalf of Mr. Page.
- (4) This reflects the current balance of Phantom Share Units. The adjusted balance as of December 31, 2005 would have been 1498.75.

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.