Edgar Filing: EATON CORP - Form 4

EATON COR	Р								
Form 4									
January 04, 20)05								
FORM	4							PPROVAL	
	UNITEDS	TATES SECUR Was	shington,			COMMISSION	OMB Number:	3235-0287	
Check this if no longe subject to Section 16. Form 4 or		NGES IN BENEFICIAL OWNERSHIP OI SECURITIES				Expires:January 31, 2005Estimated averageburden hours per response0.5			
Form 5 obligations may contin <i>See</i> Instruc 1(b).	Section 17(a)	uant to Section 1) of the Public Ut 30(h) of the In	tility Hold	ing Com	pany Act o	f 1935 or Sectio	'n		
(Print or Type Re	esponses)								
1. Name and Ad GREEN ERN	Symbol	Name and		rading	5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (Mi		Earliest Tra	-		(Cheo	ck all applicable	e)	
EGI, INC., 17	(Month/D	ay/Year)	insaction		X_ Director 10% Owner Officer (give title Other (specify below) below)				
			4. If Amendment, Date Original Filed(Month/Day/Year)			 6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person 			
DAYTON, O	H 45439					Form filed by M Person	More than One Re	eporting	
(City)	(State) (Z	Zip) Tabl	e I - Non-De	erivative S	ecurities Ac	quired, Disposed o	f, or Beneficial	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4 Amount	(A) or 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						14,942	D		

Reminder: Report on a separate line for each class of securities beneficially owned 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)

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1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	4. Transacti Code (Instr. 8)	5. 6. Date Exercisable an orNumber Expiration Date of (Month/Day/Year) Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3,		ate	7. Titl Amou Under Secur (Instr.	int of lying	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secu Bene Owne Follo Repo Trans (Instr	
			Code V	4, and 5	D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
	Director 10% Owner C		Officer	Other				
GREEN ERNIE EGI, INC. 1785 BIG HILL ROAD DAYTON, OH 45439	Х							
Signatures								
/s/ Ernie Green, by Claudia J. T attorney-in-fact		01/04/2005						
**Signature of Reporting P	erson			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).

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.