

HORST J ROBERT  
Form 144  
December 13, 2002

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| OMB APPROVAL   |
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**UNITED STATES  
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.*

|  |                               |                                   |
|--|-------------------------------|-----------------------------------|
| <b>1(a) Name of Issuer</b>   | <b>(b) IRS Ident. No.</b>     | <b>(c) S.E.C. File No.</b>        |
| Eaton Corporation (ETN)<br>_____   | 34-0196300<br>_____           | 1-1396<br>_____                   |
| <b>(d) Address of Issuer</b>   | <b>(e) Telephone</b>          |                                   |
| 1111 Superior Avenue<br>_____  | Cleveland , OH 44114<br>_____ | (216)523-4689<br>_____            |
| (Street)   | (City) (State) (Zip Code)     | (Area Code) (Numbers)             |
| <b>2(a) Name of Person For Whose Account the Securities are to be Sold</b> | <b>(b) IRS Ident. No.</b>     | <b>(c) Relationship to Issuer</b> |
| J. Robert Horst<br>_____   | _____<br>_____                | Officer<br>_____                  |

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(d) Address

1111 Superior Avenue

Cleveland , OH 44114

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(Street)

(City)

(State)

(Zip Code)

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**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.*

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| 3(a)<br>Title of the Class of Securities to be Sold | (b)<br>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<br>Broker-Dealer File Number | (c)<br>Number of Shares or Other Units to be Sold<br><i>(See Instr. 3(c))</i> | (d)<br>Aggregate Market Value<br><i>(See Instr. 3(d))</i> | (e)<br>Number of Shares or Other Units Outstanding<br><i>(See Instr. 3(e))</i> | (f)<br>Approximate Date of Sale (Mo/Day/Yr)<br><i>(See Instr. 3(f))</i> | (g)<br>Name of Each Securities Exchange<br><i>(See Instr. 3(g))</i> |
|---|---|---|---|---|--|---|---|
| Common  | Sheri Tidrick<br>McDonald<br>Investments Inc.<br>800 Superior Avenue<br>Suite 2100<br>Cleveland, Ohio<br>44114                            |   | 3,718   | \$277,548   | 70,500,000   | 12/13/02  | NYSE  |

**INSTRUCTIONS:**

1. (a) Name of issuer  
 (b) Issuer's I.R.S. Identification Number (c) Issuer's S.E.C. 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% 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:*

| <b>Title of the Class</b> | <b>Date You Acquired</b> | <b>Nature of Acquisition Transaction</b> | <b>Name of Person from Whom Acquired<br/>(if gift, also give date donor acquired)</b> | <b>Amount of Securities Acquired</b> | <b>Date of Payment</b> | <b>Nature of Payment</b> |
|---------------------------|--------------------------|--|---|--------------------------------------|------------------------|--------------------------|
| Common Shares             | 12/12/02                 | Exercise of stock option                 | Eaton Corporation   | 3,718                                | 12/16/02               | 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**

*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.*

| <b>Name and Address of Seller</b> | <b>Title of Securities Sold</b> | <b>Date of Sale</b> | <b>Amount of Securities Sold</b> | <b>Gross Proceeds</b> |
|-----------------------------------|---------------------------------|---------------------|----------------------------------|-----------------------|
| None,                             |                                 |                     |                                  |                       |

**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.

12/13/02

\* /s/ J. Robert Horst \* By: Claudia Taller, Attorney in Fact

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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)**



**POWER OF ATTORNEY**

*KNOW ALL MEN BY THESE PRESENTS:* That the undersigned has made, constituted and appointed, and by this instrument does make, constitute and appoint, each of J. ROBERT HORST, EARL R. FRANKLIN, MARK HENNESSEY, DAVID M. O LOUGHLIN, JANE W. GRISWOLD, GORDON S. KAISER, ANTHONY M. SMITS, CIPRIANO BEREDO, SEAN PEPPARD AND CLAUDIA TALLER, acting individually, as his or her true and lawful attorney, for him or her, and in his or her name, place and stead, to affix, as attorney-in-fact, the signature of the undersigned to reports to the Securities and Exchange Commission on Forms 3, 4, 5 or 144 with respect to transactions or holdings by the undersigned in equity securities issued by Eaton Corporation, an Ohio corporation, and to any and all amendments to such reports, giving and granting unto each such attorney-in-fact full power and authority to do and perform every act and thing whatsoever necessary to be done in the premises, as fully as the undersigned might or could do if personally present, hereby ratifying and confirming all that each such attorney-in-fact shall lawfully do or cause to be done by virtue hereof.

This Power of Attorney shall expire on the date the undersigned is no longer required to file Form 4, 5 or 144 reports with the Securities and Exchange Commission with respect to holdings of and transactions in securities issued by Eaton Corporation, unless revoked in writing prior thereto.

IN WITNESS WHEREOF, this Power of Attorney has been signed at Cleveland, Ohio, this 27th day of August, 2002.

/s/ J. Robert Horst

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J. Robert Horst