Bluedorn Todd M Form 4/A April 29, 2011

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL

Number: 3235-0287

Expires: January 31, 2005

0.5

Estimated average burden hours per response...

Check this box if no longer subject to Section 16. Form 4 or

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

may continue.

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

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obligations

(Print or Type Responses)

1. Name and Address of Reporting Person * Bluedorn Todd M			2. Issuer Name and Ticker or Trading Symbol					5. Relationship of Reporting Person(s) to Issuer			
			EATON CORP [ETN]					(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ransaction						
			(Month/Day/Year)					_X_ Director	10%	6 Owner	
EATON CE AVENUE	NTER, 1111 S	UPERIOR	01/26/20)11				Officer (giv below)	ve title Oth below)	er (specify	
	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check						
	Filed(Month/Day/Year)					Applicable Line)					
			01/28/20	01/28/2011					_X_ Form filed by One Reporting Person		
CLEVELAN	ND, OH 44114							Form filed by Person	More than One Ro	eporting	
(City)	(State)	(Zip)	Table	I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	of, or Beneficia	lly Owned	
1.Title of	2. Transaction I	Date 2A. Dee	med	3.	4. Securi	ties		5. Amount of	6. Ownership	7. Nature of	
Security	curity (Month/Day/Year) Execution Da		on Date, if	n Date, if TransactionAcquired (A) or			Securities	Form: Direct	Indirect		
(Instr. 3)	any		Code		Disposed of (D)			Beneficially	(D) or	Beneficial	
		(Month/	Day/Year)	(Instr. 8)	(Instr. 3, 4 and 5)			Owned	Indirect (I)	Ownership	
								Following	(Instr. 4)	(Instr. 4)	
						(A)		Reported			
						or		Transaction(s) (Instr. 3 and 4)			
				Code V	Amount	(D)	Price	(IIIsu. 3 and 4)			
Common					1,071						
Common Shares	01/26/2011			A	$\frac{(1)}{(2)}\frac{(2)}{(2)}$	A	\$0	$2,124 \frac{(3)}{2}$	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.

SEC 1474

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

(3)

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	2.	3. Transaction Date		4.	5.	6. Date Exerc		7. Titl		8. Price of	9. Nu
Derivative Security (Instr. 3)	Conversion or Exercise Price of Derivative Security	(Month/Day/Year)	Execution Date, if any (Month/Day/Year)	Transact Code (Instr. 8)	orNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	:		Amou Under Securi (Instr.	lying	Derivative Security (Instr. 5)	Deriv Secur Bene Own Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships							
1	Director	10% Owner	Officer	Other				
Bluedorn Todd M								
EATON CENTER	X							
1111 SUPERIOR AVENUE	Λ							
CLEVELAND, OH 44114								

Signatures

/s/Kathleen S. O'Connor, as Attorney-in-Fact

04/29/2011

**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) These shares represent restricted shares issued under an Eaton Corporation stock plan and are subject to risk of forfeiture.
- (2) Share amount amended to reflect the correct amount of shares awarded to reporting person on January 26, 2011. This amount was under-reported on the Form 4 filed January 28, 2011 due to administrative error.
- (3) Share amounts are reported as of January 28, 2011, the original filing date of this report, and do not reflect the 2-for-1 stock split of the common stock of the issuer which occured on February 28, 2011.

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.

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