EATON CORP
Form 8-K
July 19, 2002

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): July 17, 2002

EATON CORPORATION

(Exact name of registrant as specified in its charter)		
Ohio	1-1396	34-0196300
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)
Eaton Center Cleveland, Ohio		44114
(Address of principal executive offices)		Zip Code

(216) 523-5000
Registrant's telephone number,
including area code

Item 5. Other Events.

On July 17, 2002, Eaton Corporation (the "Company") entered into a terms agreement and accompanying underwriting agreement (together, the "Underwriting Agreement") with Salomon Smith Barney Inc., J.P. Morgan Securities Inc., McDonald Investments, Inc. and Barclays Capital Inc.(the "Underwriters"). Pursuant to the Underwriting Agreement, the Company agreed to sell to the Underwriters, and the Underwriters agreed to buy from the Company, upon and subject to the terms and conditions set forth in the Underwriting Agreement, $300,000,000 of the Company's 5.75% Notes due 2012 (the "Notes").

The Notes were registered pursuant to a Registration Statement on Form

S-3 (File No. 333-74355), filed by the Company with the Securities and Exchange Commission ("Commission") on March 12, 1999, and made effective on May 26, 1999. Information concerning the Notes and related matters is set forth in the Prospectus dated November 10, 1999 and the Prospectus Supplement dated July 17, 2002 filed with the Commission pursuant to Rule 424(b) under the Securities Act of 1933 on July 19, 2002.

Reference is made to the Underwriting Agreement filed as Exhibit 1(a) Hereto.

Item 7. Financial Statements and Exhibits.

(c) Exhibits

1(a) Form of Underwriting Agreement

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned thereunto duly authorized.

EATON CORPORATION

By /s/ R.E. Parmenter
R.E. Parmenter
Vice President
and Treasurer

DATE: July 19, 2002

Current Report on Form 8-K

Eaton Corporation

EXHIBIT INDEX

Exhibit Description

Exhibit Number	Description

1(a)	Form of Underwriting Agreement