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EATON CORP
Form S-8
April 08, 2003

As Filed with the Securities and Exchange Commission on April 8, 2003

Registration No. 333-

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM S-8

REGISTRATION STATEMENT

UNDER

THE SECURITIES ACT OF 1933

EATON CORPORATION
(Exact name of issuer as specified in its charter)

Ohio

34-0196300

(State of Incorporation)

(IRS Employer Identification No.)

Eaton Center, Cleveland, Ohio 44114
(Address of principal executive offices)

EATON SAVINGS PLAN
(Full Title of Plan)

E. R. Franklin, Vice President and Secretary
Eaton Center, Cleveland, Ohio 44114
(Name and address of agent for service)

Telephone number, including area code,
of agent for service: (216) 523-4103

CALCULATION OF REGISTRATION FEE

Title of Securities to be Registered	Amount to be Registered	Proposed Maximum Offering Price Per Share	Proposed Maximum Aggregate Offering Price(1)	Amount of Registration Fee
Common Shares with a par value of \$.50 each	5,000,000	N/A	\$372,550,000	\$30,139.30

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Plan Participations(2) Indeterminate N/A N/A N/A

- (1) Estimated solely for the purpose of calculating the registration fee pursuant to Rule 457 (based on a closing price of \$ 74.51 on April 1, 2003).
(2) Pursuant to Rule 416(c), this Registration statement also covers an indeterminate amount of interests to be offered or sold pursuant to the employee benefit plan referenced above.

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Pursuant to Instruction E to Form S-8, the information contained in registration Statement No. 333-03599 is hereby incorporated by reference into this Registration Statement, except as set forth below under Item 8.

Item 8. Exhibits

See List of Exhibits at page 3.

SIGNATURES

The Registrant -- Pursuant to the requirements of the Securities Act of 1933, the Registrant certifies that it has reasonable grounds to believe that it meets all of the requirements for filing on Form S-8 and has duly caused this Registration Statement to be signed on its behalf by the undersigned, thereunto duly authorized, in the City of Cleveland, State of Ohio, on the 8th day of April, 2003.

EATON CORPORATION

By /s/ E. R. Franklin

E. R. Franklin
Vice President
and Secretary

Pursuant to the requirements of the Securities Act of 1933, this Registration Statement has been signed by the following persons in the capacities and on the date indicated.

Name Title Date

* Chairman and Chief Executive April 8, 2003
----- Officer; Principal Executive
Alexander M. Cutler Officer; Director

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EXHIBIT INDEX

Exhibit
Number

23 Consent of Ernst & Young LLP.

24 Power of Attorney.