

EATON CORP  
Form S-3DPOS  
August 03, 2009

As filed with the Securities and Exchange Commission on August 3, 2009

Registration No. 333-136291

**SECURITIES AND EXCHANGE COMMISSION**  
**Washington, D.C. 20549**

**Post-Effective Amendment No. 1 to**  
**Form S-3**

**REGISTRATION STATEMENT**  
**UNDER**  
**THE SECURITIES ACT OF 1933**

**Eaton Corporation**

*(Exact name of Registrant as specified in its charter)*

**Ohio**

*(State or other Jurisdiction of  
Incorporation or Organization)*

**34-0196300**

*(IRS Employer  
Identification No.)*

**Eaton Center,**  
**1111 Superior Avenue, Cleveland,**  
**Ohio 44114-2584, (216) 523-5000**

*(Address, including Zip Code, and Telephone Number,  
including Area Code, of Registrant's Principal Executive Offices)*

**Thomas E. Moran,**  
**Senior Vice President and Secretary**  
**Eaton Corporation, Eaton Center,**  
**1111 Superior Avenue, Cleveland,**  
**Ohio 44114-2584, (216) 523-4103**

*(Address, including Zip Code, and Telephone Number,  
including Area Code, of Agent for Service)*

**Approximate date of commencement of proposed sale of the securities to the public:** From time to time after the effective date of this Registration Statement.

If the only securities being registered on this Form are being offered pursuant to dividend or interest reinvestment plans, please check the following box.

If any of the securities being registered on this Form are to be offered on a delayed or continuous basis pursuant to Rule 415 under the Securities Act of 1933, other than securities offered only in connection with dividend or interest reinvestment plans, check the following box.

If this Form is filed to register additional securities for an offering pursuant to Rule 462(b) under the Securities Act, please check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a post-effective amendment filed pursuant to Rule 462(c) under the Securities Act, check the following box and list the Securities Act registration statement number of the earlier effective registration statement for the same offering.

If this Form is a registration statement filed pursuant to General Instruction I.D. or a post-effective amendment thereto that shall become effective upon filing with the Commission pursuant to Rule 462(e) under the Securities Act, check the following box.

If this Form is a post effective amendment to a registration statement filed pursuant to General Instruction I.D. filed to register additional securities or additional classes of securities pursuant to Rule 413 (b) under the Securities Act, check the following box.

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See the definitions of large accelerated filer, accelerated filer and smaller reporting company in Rule 12b-2 of the Securities Exchange Act of 1934.

Large accelerated filer       Accelerated filer       Non-accelerated filer       Smaller reporting company   
(Do not check if a smaller reporting company)

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**EXPLANATORY NOTE**

This filing constitutes Post-Effective Amendment No. 1 to Registration Statement No. 333-136291 on Form S-3, covering Common Shares of Eaton Corporation with a Par Value of \$.50 each to be offered pursuant to a Shareholder Dividend Reinvestment and Direct Share Purchase Plan. We are amending the Registration Statement to reflect Eaton Corporation's original intention to check the box on the cover of the Form S-3 for a dividend reinvestment plan and uncheck the boxes relating to Rule 415 and Rule 462(e).

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**SIGNATURES**

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-3 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 August 3, 2009.

EATON CORPORATION

By: /s/ Richard H. Fearon  
Richard H. Fearon  
Vice Chairman and Chief Financial and  
Planning Officer

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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.

Signature	Title	Date
*		
Alexander M. Cutler	Chairman and Chief Executive Officer; President; Principal Executive Officer; Director	August 3, 2009
*		
Richard H. Fearon	Vice Chairman and Chief Financial and Planning Officer	August 3, 2009
*		
Billie K. Rawot	Senior Vice President and Controller; Principal Accounting Officer	August 3, 2009
*		
Christopher M. Connor	Director	August 3, 2009
*		
Michael J. Critelli	Director	August 3, 2009
*		
Charles E. Golden	Director	August 3, 2009
*		
Ernie Green	Director	August 3, 2009
*		
Arthur E. Johnson	Director	August 3, 2009
*		
Ned C. Lautenbach	Director	August 3, 2009
*		
Deborah L. McCoy	Director	August 3, 2009
*		
John R. Miller	Director	August 3, 2009
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Gregory R. Page Director August 3, 2009

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Victor A. Pelson Director August 3, 2009

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Gary L. Tooker Director August 3, 2009

\*By: /s/ Lizbeth L. Wright

Lizbeth L. Wright,  
Attorney-in-Fact  
for the Officers and  
Directors  
signing in the capacities  
indicated