



DIVISION OF
CORPORATION FINANCE

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

February 26, 2013

Via E-mail

Alexander M. Cutler
Chairman, Chief Executive Officer and President
Eaton Corporation
Eaton Center
Cleveland, OH 44114

**Re: Eaton Corporation
Form 10-K for the Fiscal Year Ended December 31, 2011
Filed February 24, 2012
File No. 1-1396**

Dear Mr. Cutler:

We refer you to our comment letters dated December 10, 2012 and January 23, 2013 regarding business contacts with Iran, Syria and Sudan. We have completed our review of this subject matter. We remind you that our comments or changes to disclosure in response to our comments do not foreclose the Commission from taking any action with respect to the company or the filing and the company may not assert staff comments as a defense in any proceeding initiated by the Commission or any person under the federal securities laws of the United States. We urge all persons who are responsible for the accuracy and adequacy of the disclosure in the filing to be certain that the filing includes the information the Securities Exchange Act of 1934 and all applicable rules require.

Sincerely,

/s/ Cecilia Blye

Cecilia Blye, Chief
Office of Global Security Risk

cc: Pamela Long
Assistant Director
Division of Corporation Finance