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UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, DC 20549

FORM 4

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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 30(h) of the Investment Company Act of 1940

 Check this box if no longer subject to Section 16.
 Form 4 or Form 5 obligations may continue.
 See Instruction 1(b).

•	Name and Address of Reporting Person* (Last, First, Middle) Tooker, Gary L.			2.	2. Issuer Name and Ticker or Trading Symbol		I.R.S. Identification Number of Reportin Person, if an entity (Voluntary)			
				_	Eaton Corporation (ETN)		If Amendment, Date of Original (Month/Day/Year)			
					Statement for Month/Day/Year	5.				
	6616 N. 64th Place			10/18/2002			9/30/2002			
(Street)				6. Relationship of Reporting Person(s) to Issuer (Check All Applicable)		7.	Individual or Joint/Group Filing (Check Applicable Line)			
Paradise Valley, AZ 85253				_	☑ Director □ 10% Owner		☑ Form filed by One Reporting Person			
	(City)	(State)	(Zip)		 Officer (give title below) Other (specify below) 		Form filed by More than One Reporting Person			

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

* If the form is filed by more than one reporting person, *see* instruction 4(b)(v).

	Table I — Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.	Title of Security (Instr. 3)	2.	Transaction Date 2 <i>a</i> (<i>Month/Day/Year</i>)	3. Transaction Code 4. Securities Acquired (A) (Instr. 8) and 5			l of (D)	Amount of Securities 6. Beneficially Owned Following Reported Transactions(s) (Instr. 3 and 4)	Ownership 7. Form: Direct (D) or Indirect (I) (Instr. 4)	Nature of Indirect Beneficial Ownership (Instr. 4)		
									(A)			
_					Code	V		Amount	or (D) Price			
	Common Shar	res								3,000.00	Ι	by trust (1)
_												

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(<i>e.g.</i> , puts, calls, warrants, options, convertible securities)										a ••
. Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise 3. Price of Derivative Security	Transaction3a.Date(Month/Day/Year)	Deemed Execution 4. Date, if any (Month/Day/Year)	Code (Instr. 8)	ion	5.		A) or Dispos	
					Code	V		(A)	(D)	
Phantom Share Units		NA	9/30/2002		А			183.21(2)		

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Date Exercisa Expiration D (Month/Day/Y		Date	Title and Amount of Underlying Securities (Instr. 3 and 4)		3. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Following Reported T (Instr. 4)	Owned	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownership (Instr. 4)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares						
	NA	NA	Common Shares	183.21	NA	2,196.85 (3)		D		

Explanation of Responses:

1. Held in the Tooker Trust dated 9/13/82 under which Gary L. Tooker and Diane R. Tooker are co-trustees.

2. Phantom Share Units allocated to the reporting person pursuant to the 1996 Non-Employee Director Fee Deferral Plan.

3. Number includes phantom units earned in 2002 which prior to August 29, 2002, would have been reportable on Form 5 for 2002.

*Gary L. Tooker	10/18/2002
*By /s/ Claudia J. Taller as Attorney-in-Fact **Signature of Reporting Person	Date

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. See 18 U.S.C. 1001 and 15 U.S.C. 78ff (a).

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

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