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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

	subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b)							
1.	Name and Address of Reporting Person* (Last, First, Middle) Moseley, Furman C.	2.	Issuer Name and Ticker or Trading Symbol Eaton Corporation (ETN)	3.	I.R.S. Identification Number of Reporting Person, if an entity (Voluntary)			
	411 University Street Suite 1200	4. 	Statement for (Month/Day/Year) 12/31/02	- 5.	If Amendment, Date of Original (Month/Day/Year)			
	(Street)	6.	Relationship of Reporting Person(s) to Issuer (Check All Applicable)	7.	Individual or Joint/Group Filing (Check Applicable Line)			
	Seattle, WA 98101 (City) (State) (Zip)		☑ Director ☐ 10% Owner☐ Officer (give title below)☐ Other (specify below)	_	☒ Form filed by One Reporting Person☐ Form filed by More than One Reporting Person			

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

☐ Check this box if no longer

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

. Title of Security (Instr. 3)	2. Transaction D (Month/Day/Ye	ar) Date, it	3. Transac (Instr. 8)		4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)			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 Ownershi (Instr. 4)
			Code	v	Amount	(A) or (D) P	rice			

$\label{eq:convergence} \begin{tabular}{ll} \textbf{Table II --- Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ (\emph{e.g.}, \textit{puts, calls, warrants, options, convertible securities}) \end{tabular}$

1.	Title of Derivative Security (Instr. 3)	2.	Conversion or Exercise Price of Derivative Security	3.	Transaction 3: Date (Month/Day/Year)	a. Deemed Execution Date, if any (Month/Day/Year)	4.	Transacti Code (Instr. 8)	ion	5.	Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)		
								Code	V		(A)	(D)	
	Phanton Share Units		N/A		12/31/2002			A			327.46 (1)		

•	Date Exercis Expiration I (Month/Day/	Oate	7.	Title and A of Underly Securities (Instr. 3 and	ing	8.	Price of Derivative Security (Instr. 5)	9.	Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10.	Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11.	Nature of Indirect Beneficial Ownershi (Instr. 4)
	Date Exercisable	Expiration Date	ı	Title	Amount or Number of Shares								
	N/A	N/A		Common Shares	327.46		N/A		3,112.32		D		
	planation Phantom Sl	-			the accour	nt o	f the reporti	ing p	erson pursuant to the 1996 No	on-F	Employee Director Fee	Def	erral Pla
				*/s	/ Furman C	C. N	Ioseley		1/3/20	03			
			_	*B	ature of Re y /s/ Claud as Attorney	ia J			Date)			

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

⁽a).