

EATON CORP  
Form 8-K  
October 12, 2005

**UNITED STATES  
SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549  
FORM 8-K  
CURRENT REPORT**

**Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934**

Date of Report (Date of earliest event reported): October 6, 2005

**EATON CORPORATION**

(Exact name of registrant as specified in its charter)

Ohio	1-1396	34-0196300
(State or other jurisdiction of incorporation)	(Commission File Number)	(I.R.S. Employer Identification No.)

Eaton Center Cleveland, Ohio	44114
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(Address of principal executive offices)	(Zip Code)
(216) 523-5000	

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
  - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
  - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
  - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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Item 1.01 Entry into a Material Definitive Agreement.

On October 6, 2005, Eaton Corporation (the Company ) entered into a definitive agreement (the Agreement ) with PerkinElmer, Inc. (the Seller ) to purchase the Seller s aerospace division for a consideration of \$333 million. The Agreement contains customary provisions for transactions of this size and nature, including conditions to closing that require governmental approvals. The transaction is expected to close later in 2005. Based in Beltsville, Maryland, the Seller s Aerospace division had sales of \$150 million and earnings before interest, depreciation and taxes of \$35 million for the 12 months ended June 30, 2005.

SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

Date: October 12, 2005

EATON CORPORATION

/s/ R. H. Fearon

R. H. Fearon

Executive Vice President -

Chief Financial and Planning Officer