

ROCKWELL AUTOMATION INC

Form 4

November 08, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
SWANN JOSEPH D

2. Issuer Name **and** Ticker or Trading
Symbol
ROCKWELL AUTOMATION INC
[ROK]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
777 EAST WISCONSIN
AVENUE, SUITE 1400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/07/2005

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Sr. Vice President

MILWAUKEE, WI 53202

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	11/07/2005		A		2,800	A	<u>11</u> 40,528 ⁽²⁾
Common Stock							2,696.5833
						I ⁽³⁾	By Savings Plan

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

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information contained in this form are not
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(9-02)

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transaction Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 11.6038							10/02/2001	10/02/2010	Common Stock	9
Employee Stock Option (right to buy)	\$ 13.4							10/01/2002	10/01/2011	Common Stock	8
Employee Stock Option (right to buy)	\$ 15.5							10/07/2003	10/07/2012	Common Stock	8
Employee Stock Option (right to buy)	\$ 27.75							10/06/2004 ⁽⁴⁾	10/06/2013	Common Stock	8
Employee Stock Option (right to buy)	\$ 43.9							11/08/2005 ⁽⁵⁾	11/08/2014	Common Stock	8
Employee Stock Option (right to buy)	\$ 56.36	11/07/2005		A		36,300		11/07/2006 ⁽⁵⁾	11/07/2015	Common Stock	3
Common Stock Share Equivalents	⁽⁶⁾							⁽⁷⁾	⁽⁷⁾	Common Stock	5,3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWANN JOSEPH D 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			Sr. Vice President	

Signatures

K. A. Balistreri, Attorney-in-Fact for Joseph D.
Swann

11/08/2005

__Signature of Reporting Person

Date

Explanation of Responses:

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

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

- (1) Restricted stock award under the Company's 2000 Long-Term Incentives Plan, as amended.
- (2) 2,800 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (3) Includes Company stock fund units acquired under the Company's Savings Plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 10/31/2005.
- (4) 58,800 shares are currently exercisable and 30,000 shares vest on 10/06/06.
- (5) The option vests in three substantially equal annual installments beginning on the date exercisable.
Includes share equivalents represented by Company stock fund units acquired under the Company's nonqualified savings plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 10/31/2005. The
- (6) number of share equivalents represented by the balance of a participant's Company stock fund account may not exactly equal the number of share equivalents represented by a prior balance plus additions due to variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the Plan.
- (7) The share equivalents are payable in cash upon retirement or after termination of employment.

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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