

Thomas Martin
Form 4
December 05, 2008

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
Thomas Martin

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)

1201 SOUTH SECOND STREET

(Street)

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

12/03/2008

____ Director ____ 10% Owner
____ Officer (give title ____ Other (specify
below) below)

Sr. VP Operations & Eng. Svcs.

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

MILWAUKEE, WI 53204

(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. Transaction 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)
Common Stock				(A) or (D)	190.8887	I	By Savings Plan ⁽¹⁾
Common Stock	12/03/2008		A	3,300 ⁽⁶⁾	A \$ 0 14,900	D ⁽⁷⁾	

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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SEC 1474
(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 of Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Common Stock Share Equivalents	\$ 0 ⁽²⁾							⁽³⁾	⁽⁴⁾	Common Stock	88
Employee Stock Option (Right to Buy)	\$ 29.37	12/03/2008		A		55,300		12/03/2009 ⁽⁸⁾	12/03/2018	Common Stock	55

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Thomas Martin 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr. VP Operations & Eng. Svcs.	

Signatures

Karen A. Balistreri, Attorney-In-Fact for Martin Thomas

12/05/2008

**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) Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 10/31/2008.
- (2) Each unit is the economic equivalent of one share of Company common stock.
- (3) The share equivalents are payable in cash upon retirement or after termination of employment.
- (4) The share equivalents are payable in cash upon retirement or after termination of employment.
- (5) Includes share equivalents represented by Company stock fund units acquired under the Company Nonqualified Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 10/31/2008.
- (6) Restricted stock award under the Company's 2008 Long Term Incentives Plan.

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(7) 14,900 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

(8) The option vests in three substantially equal annual installments beginning on the date exercisable.

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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