

ROCKWELL AUTOMATION INC
 Form 4
 February 01, 2005

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCORMICK WILLIAM T JR/WI

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)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2005

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

777 EAST WISCONSIN AVENUE, SUITE 1400

(Street)

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

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

MILWAUKEE, WI 53202

(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)
				(A) or (D)	Price		
Common Stock	01/31/2005		M	A	\$ 1,000	18,221 (1)	D
Common Stock	01/31/2005		M	A	\$ 1,140	19,361 (1)	D
Common Stock	01/31/2005		M	A	\$ 1,000	20,361 (1)	D
Common Stock	01/31/2005		M	A	\$ 1,213	21,574 (1)	D
Common Stock	01/31/2005		S	D	\$ 4,353	17,221 (1)	D

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

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(9-02)

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director stock option (right to buy)	\$ 16.1644	01/31/2005		M	1,213	02/07/1997	02/07/2006	Common Stock	1,213
Director stock option (right to buy)	\$ 18.3105	01/31/2005		M	1,140	02/05/1998	02/05/2007	Common Stock	1,140
Director stock option (right to buy)	\$ 18.3703	01/31/2005		M	1,000	02/04/1999	02/04/2008	Common Stock	1,000
Director stock option (right to buy)	\$ 17.8539	01/31/2005		M	1,000	02/03/2000	02/03/2009	Common Stock	1,000
Director stock option (right to buy)	\$ 18.7986					02/02/2001	02/02/2010	Common Stock	1,000
Director stock	\$ 18.1746					02/07/2002	02/07/2011	Common Stock	1,000

option (right to buy)						
Director stock option (right to buy)	\$ 16.05	07/31/2002	07/31/2011	Common Stock	7,000	
Director stock option (right to buy)	\$ 18.05	02/06/2003 ⁽³⁾	02/06/2012	Common Stock	1,000	
Director stock option (right to buy)	\$ 22.76	02/05/2004 ⁽³⁾	02/05/2013	Common Stock	1,000	
Director stock option (right to buy)	\$ 30.22	02/04/2005 ⁽³⁾	02/04/2014	Common Stock	1,500	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORMICK WILLIAM T JR/WI 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X			

Signatures

K. A. Balistreri, Attorney-in-Fact for William T. McCormick, Jr.	02/01/2005
**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) 8,821 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale proceeds ranged from \$56.60 to \$56.78.
- (3) 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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