

ROCKWELL AUTOMATION INC

Form 4

June 06, 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 *
RUFF ROBERT A

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)
06/02/2005

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

MILWAUKEE, WI 53202

(City) (State) (Zip)

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

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 Ownership (Instr. 4)	
			Code	V	Amount (A) or (D) Price			
Common Stock	06/02/2005		A		5,000	A	<u>11</u> 14,400 ⁽²⁾	D
Common Stock							4,341.0574	I
								By Savings Plan ⁽³⁾

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

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽⁴⁾	10/07/2012	Common Stock	10,000
Employee Stock Option (right to buy)	\$ 20.42					12/04/2003 ⁽⁵⁾	12/04/2012	Common Stock	11,800
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁶⁾	10/06/2013	Common Stock	38,800
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	35,000
Common Stock Share Equivalents	⁽⁷⁾					⁽⁸⁾	⁽⁸⁾	Common Stock	317,003

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
RUFF ROBERT A 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	Senior Vice President

Signatures

K. A. Balistreri, Attorney-in-Fact for Robert A.
Ruff

06/06/2005

__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) 5,000 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

Includes shares represented by Company stock fund units acquired under the Company's Savings Plan since the date of the reporting person's last ownership report, which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 4/29/2005.

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

(4) 6,800 shares are currently exercisable and 5,000 shares vest 12/04/2005.

(5) 12,133 shares are currently exercisable, 13,333 shares vest on 10/06/05 and 13,334 shares vest on 10/06/06.

Includes Company stock fund units credited 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 4/29/2005. The 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.

(6) 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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