

ROCKWELL AUTOMATION INC
Form 4
January 31, 2006

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 *
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)
01/30/2006

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

MILWAUKEE, WI 53202

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount or Price | | |
| Common Stock | 01/30/2006 | | M | | 94,689 A \$ 11.6038 | 135,217 ⁽¹⁾ | D |
| Common Stock | 01/30/2006 | | M | | 82,600 A \$ 13.4 | 217,817 ⁽¹⁾ | D |
| Common Stock | 01/30/2006 | | M | | 2,134 A \$ 15.5 | 219,951 ⁽¹⁾ | D |
| Common Stock | 01/30/2006 | | M | | 1,200 A \$ 27.75 | 221,151 ⁽¹⁾ | D |
| Common Stock | 01/30/2006 | | M | | 733 A \$ 43.9 | 221,884 ⁽¹⁾ | D |

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| | | | | | | | | |
|--------------|------------|---|---------|---|-----|------------|-------|-----------------|
| Common Stock | 01/30/2006 | S | 177,289 | D | (2) | 44,595 (1) | D | |
| Common Stock | | | | | | 2,707.332 | I (3) | By Savings Plan |

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474
(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 Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nur Sha |
| Employee Stock Option (right to buy) | \$ 11.6038 | 01/30/2006 | | M | 94,689 | 10/02/2001 10/02/2010 | Common Stock | 9 | |
| Employee Stock Option (right to buy) | \$ 13.4 | 01/30/2006 | | M | 82,600 | 10/01/2002 10/01/2011 | Common Stock | 8 | |
| Employee Stock Option (right to buy) | \$ 15.5 | 01/30/2006 | | M | 2,134 | 10/07/2003 10/07/2012 | Common Stock | 2 | |
| Employee Stock Option (right to buy) | \$ 27.75 | 01/30/2006 | | M | 1,200 | 10/06/2004 ⁽⁴⁾ 10/06/2013 | Common Stock | 1 | |
| Employee Stock Option | \$ 43.9 | 01/30/2006 | | M | 733 | 11/08/2005 ⁽⁵⁾ 11/08/2014 | Common Stock | | |

(right to buy)

Employee Stock

Option \$ 56.36

11/07/2006⁽⁶⁾ 11/07/2015

Common Stock 3

(right to buy)

Common Stock Share (7)
Equivalents

(8) (8)

Common Stock 5,4

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

01/30/2006

 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) 2,800 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale prices ranged from \$66.58 to \$66.91.
- (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 1/25/2006.
- (4) 57,600 shares are currently exercisable and 30,000 shares vest on 10/06/06.
- (5) 25,933 shares are currently exercisable, 26,666 shares vest on 11/08/06 and 26,667 shares vest on 11/08/07.
- (6) 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 1/25/2006.
- (7) 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.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.