

ROCKWELL AUTOMATION INC
Form 4
May 11, 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 *
CRANDALL THEODORE 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)
1201 SOUTH SECOND STREET, E-7F19
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/10/2006

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

MILWAUKEE, WI 53204

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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	05/10/2006		M		7,400 A \$ 13.4	<u>37,549.6663</u> ⁽¹⁾	D
Common Stock	05/10/2006		S		292 D \$ 75.97	<u>37,257.6663</u> ⁽¹⁾	D
Common Stock	05/10/2006		S		6,694 D \$ 75.93	<u>30,563.6663</u> ⁽¹⁾	D
Common Stock	05/10/2006		G	V	14 D \$ 0	<u>30,549.6663</u> ⁽¹⁾	D
Common Stock						2,633.8257	I By Savings

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 (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)	Amount of Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	60,000
Employee Stock Option (right to buy)	\$ 13.4	05/10/2006		M	7,400	10/01/2002	10/01/2011	Common Stock	7,400
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	18,000
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013	Common Stock	55,000
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾	11/08/2014	Common Stock	70,000
	\$ 56.36					11/07/2006 ⁽³⁾	11/07/2015		36,000

Employee
Stock
Option
(right to
buy)

Common
Stock

Common
Stock Share (4)
Equivalents

(5) (5)

Common
Stock 701.

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANDALL THEODORE D 1201 SOUTH SECOND STREET E-7F19 MILWAUKEE, WI 53204			Senior Vice President	

Signatures

K. A. Balistreri, Attorney-in-Fact for Theodore D.
Crandall 05/11/2006

__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 the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Shares represented by Company stock fund units acquired under the Company's Savings Plan based on information furnished by the Plan Administrator as of 5/1/2006.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
- (4) Share equivalents represented by Company stock fund units acquired under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 5/1/2006. 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.
- (5) 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.