

HART JAMES E
Form 4
February 25, 2005

FORM 4

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

OMB APPROVAL

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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 *
HART JAMES E

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)
02/24/2005

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

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 (A) or (D) Price			
Common Stock	02/24/2005		M	4,600 A \$ 13.4	7,712 ⁽¹⁾	D	
Common Stock	02/24/2005		S	2,700 D \$ 60.17	5,012 ⁽¹⁾	D	
Common Stock	02/24/2005		S	1,900 D \$ 60.2	3,112 ⁽¹⁾	D	
Common Stock					1,925.8732 ⁽²⁾	I	By Savings Plan

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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)	Amount or Number of Shares
Employee stock option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock	16,500
Employee stock option (right to buy)	\$ 13.4	02/24/2005		M	4,600	10/01/2002 10/01/2011	Common Stock	4,600
Employee stock option (right to buy)	\$ 15.5					10/07/2003 ⁽³⁾ 10/07/2012	Common Stock	25,000
Employee stock option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾ 10/06/2013	Common Stock	25,000
Employee stock option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾ 11/08/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HART JAMES E 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			Vice President	

Signatures

K. A. Balistreri, Attorney-in-Fact for James E. Hart	02/25/2005
**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) Includes 1,334 shares held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) 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 2/1/2005.
- (3) The option becomes exercisable in three 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. 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.