

COHN JOHN D
Form 4
November 10, 2004

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COHN JOHN 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)
11/09/2004

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

MILWAUKEE, WI 53202

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

(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	(A) or (D)	Price	
Common Stock	11/09/2004		M		10,000	A	\$ 13.4	16,342 D
Common Stock	11/09/2004		S		10,000	D	11	6,342 D
Common Stock								8,187.636 I (2) 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**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Amount Number of Shares
Employee stock option (right to buy)	\$ 21.9479					06/01/2000 06/01/2009	Common Stock 10
Employee stock option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock 23
Employee Stock Option (right to buy)	\$ 13.4	11/09/2004		M	10,000	10/01/2002 10/01/2011	Common Stock 10
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽³⁾ 10/07/2012	Common Stock 30
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁴⁾ 10/06/2013	Common Stock 43
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾ 11/08/2014	Common Stock 40
Common Stock Share Equivalents	<u>(5)</u>					<u>(6)</u> <u>(6)</u>	Common Stock 48

Signatures

Date _____

Explanation of Responses: