DAVIS DON H JR Form 4

November 24, 2004

FORM 4

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

OMB 3235-0287 Number:

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OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DAVIS DON H JR Issuer Symbol ROCKWELL AUTOMATION INC (Check all applicable) [ROK] (Last) (First) (Middle) 3. Date of Earliest Transaction _X__ Director 10% Owner _ Other (specify Officer (give title

777 EAST WISCONSIN **AVENUE, SUITE 1400**

> (Street) 4. If Amendment, Date Original

> > Filed(Month/Day/Year)

(Month/Day/Year)

11/23/2004

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

MILWAUKEE, WI 53202

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secu	rities Ac	quired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securit on(A) or Di (Instr. 3,	sposed 4 and (A) or	of (D) 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)
Common Stock	11/23/2004		Code V M	Amount 34,200	(D)	Price \$ 13.4	131,999 (1)	D	
Common Stock	11/23/2004		S	34,200	D	(2)	97,799 (1)	D (3)	
Common Stock	11/23/2004		M	9,000	A	\$ 13.4	9,000	I	By Davis Family Limited Partnership
Common	11/23/2004		S	9,000	D	\$	0	I (3)	By Davis

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Stock 45.5 Family Limited Partnership (4) Common By Savings 14,330.1429 I (5) Stock Plan Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form 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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		Expiration Date Underlying Se		Secui
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	An Nu Sha	
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock		
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock		
Employee stock option (right to buy)	\$ 13.4	11/23/2004		M	34,200	10/01/2002	10/01/2011	Common Stock		
Employee stock option (right to buy)	\$ 13.4	11/23/2004		M	9,000	10/01/2002	10/01/2011	Common Stock		
Employee stock option (right to buy)	\$ 15.5					10/07/2003(6)	10/07/2012	Common Stock		

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Employee stock option (right to buy)	\$ 15.5	10/07/2003	10/07/2012	Common Stock	1
Employee stock option (right to buy)	\$ 27.75	10/06/2004(7)	10/06/2013	Common Stock	
Common Stock Share Equivalents	<u>(8)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	27,

Reporting Owners

Reporting Owner Name / Address	Relationships						
. Programme and the same	Director	10% Owner	Officer	Other			
DAVIS DON H JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X						

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H. Davis, Jr.

11/24/2004

**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) 39,458 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale prices ranged from \$45.50 to \$45.60.
- (3) Sales were effected pursuant to a Rule 10b5-1 trading plan established for estate planning and diversification purposes.
- (4) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) Shares represented by Company stock fund units under the Company's Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 11/01/2004.
- (6) 118,799 shares are currently exercisable and 116,668 shares become exercisable on 10/07/05.
- (7) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 11/01/2004. The number of share equivalents represented by the balance of a
- (8) 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.
- (9) 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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