

DAVIS DON H JR  
Form 4  
November 24, 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 \*  
DAVIS DON H JR

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/23/2004

☒ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

(Street)  
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 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)
Common Stock	11/23/2004		M	34,200 A	\$ 13.4 131,999 <sup>(1)</sup>	D	
Common Stock	11/23/2004		S	34,200 D	\$ 97,799 <sup>(1)</sup>	D <sup>(3)</sup>	
Common Stock	11/23/2004		M	9,000 A	\$ 13.4 9,000	I	By Davis Family Limited Partnership <sup>(4)</sup>
Common	11/23/2004		S	9,000 D	\$ 0	I <sup>(3)</sup>	By Davis

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Stock	45.5	Family Limited Partnership (4)
Common Stock	14,330.1429 I (5)	By Savings Plan

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

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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	1
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 <sup>(6)</sup>	10/07/2012	Common Stock	2

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 <sup>(7)</sup>	10/06/2013	Common Stock	3
Common Stock Share Equivalents	<u>(8)</u>	<u>(9)</u>	<u>(9)</u>	Common Stock	27

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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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