COHN JOHN D

Form 4

February 21, 2006

FORM 4

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

OMB 3235-0287

Check this box STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF Number: January 31, Expires: 2005

OMB APPROVAL

if no longer subject to Section 16. Form 4 or Form 5

Estimated average burden hours per 0.5

SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

response...

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person COHN JOHN D	* 2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
	ROCKWELL AUTOMATION INC [ROK]	(Check all applicable)			
(Last) (First) (Middle)	3. Date of Earliest Transaction (Month/Day/Year)	Director 10% Owner Officer (give title Other (specify			
777 EAST WISCONSIN AVENUE, SUITE 1400	02/17/2006	below) below) Sr. Vice President			
(Street)	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			
MILWAUKEE, WI 53202		Form filed by More than One Reporting Person			

MILWAUKEE,	WI	. 53	202
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(City)	(State)	Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactic Code (Instr. 8)	4. Securi on(A) or D (Instr. 3,	ispose	d of (D)	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	02/17/2006		M	3,200	A	\$ 15.5	18,342 <u>(1)</u>	D	
Common Stock	02/17/2006		S	300	D	\$ 68.87	18,042 (1)	D	
Common Stock	02/17/2006		S	2,900	D	\$ 68.85	15,142 <u>(1)</u>	D	
Common Stock							8,349.704 (2)	I	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)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

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. Transa Code (Instr.		Secu Acq (A) Disp (D)	bosed of tr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Employee stock option (right to buy)	\$ 21.9479							06/01/2000	06/01/2009	Common Stock	10,0
Employee stock option (right to buy)	\$ 20.349							10/04/2000	10/04/2009	Common Stock	12,9
Employee Stock Option (right to buy)	\$ 15.5	02/17/2006		M			3,200	10/07/2003	10/07/2012	Common Stock	3,2
Employee Stock Option (right to buy)	\$ 27.75							10/06/2004(3)	10/06/2013	Common Stock	45,0
Employee Stock Option (right to buy)	\$ 43.9							11/08/2005(3)	11/08/2014	Common Stock	40,0
Employee Stock Option (right to buy)	\$ 56.36							11/07/2006 <u>(3)</u>	11/07/2015	Common Stock	18,2
	<u>(4)</u>							(5)	<u>(5)</u>		547.

Common Common Stock Share Stock Equivalents

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

COHN JOHN D 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202

Sr. Vice President

Signatures

K. A. Balistreri, Attorney-in-Fact for John D. Cohn 02/21/2006

**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) 1,400 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 1/25/2006.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - 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 1/25/2006. The number of share equivalents represented by the balance of a
- (4) 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.

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