ROCKWELL AUTOMATION INC

Form 4 May 10, 2006

FORM 4

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

OMB 3235-0287 Number:

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

Form 4 or Form 5 obligations may continue.

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

burden hours per response... 0.5

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

Symbol ROCKWELL AUTOMATION INC

Issuer

(Check all applicable)

[ROK]

(Last) (First) (Middle) 3. Date of Earliest Transaction X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year) below) 1201 SOUTH SECOND 05/09/2006

STEET, E-7F19

(Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check

> Filed(Month/Day/Year) Applicable Line)

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

MILWAUKEE, WI 53204

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 2. Transaction Date 2A. Deemed 5. Amount of 1. Title of 3. 4. Securities 6. Ownership 7. Nature of

Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned Indirect (I) (Instr. 4) **Following** (Instr. 4)

> Reported (A) Transaction(s) or (Instr. 3 and 4)

Price V Code Amount (D) Common 82,013.1491

05/09/2006 V 600 \$0 D G D (1) Stock

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)

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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. Transac Code (Instr. 8	of	vative rities sired or osed	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
					(Instr 4, and	d 5)	Date Exercisable	Expiration Date	Title	Amount o
Employee stock option (right to buy)	\$ 27.75			Code V	V (A)	(D)	(2)	10/06/2010	Common Stock	Shares 116,667
Director stock option (right to buy)	\$ 58.54						02/02/2006(3)	02/02/2015	Common Stock	1,500
Director stock option (right to buy)	\$ 65.35						02/01/2007(3)	02/01/2016	Common Stock	1,500
Common Stock Share Equivalents	<u>(4)</u>						<u>(5)</u>	(5)	Common Stock	96.2868

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
DAVIS DON H JR 1201 SOUTH SECOND STEET E-7F19 MILWAUKEE, WI 53204	X						
Signatures							

K. A. Balistreri, Attorney-in-Fact for Don H. 05/10/2006 Davis, Jr.

> **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) 815 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

Reporting Owners 2

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- (2) The 116,667 shares become exercisable on 10/06/06.
- (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 5/1/2006. 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.