#### ROCKWELL AUTOMATION INC

Form 4 May 11, 2006

### FORM 4

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

Check this box if no longer subject to Section 16.

# STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005
Estimated average burden hours per response... 0.5

**OMB APPROVAL** 

3235-0287

OMB

5. Relationship of Reporting Person(s) to

Issuer

Number:

Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

Symbol

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

CRANDALL THEODORE D

			ROCKWELL AUTOMATION INC [ROK]					N INC	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year)						Director 10% OwnerX_ Officer (give title Other (specify			
1201 SOUT STREET, E	05/10/2006						below) below) Senior Vice President					
MILWAUk	(Street) 4. If Amendment, Date Original Filed(Month/Day/Year)  MILWAUKEE, WI 53204								6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting			
(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned												
1.Title of Security (Instr. 3)	2. Transaction D (Month/Day/Yea	ar) Execution		3. Transa Code (Instr.	3. 4. Securities Acquire Transaction(A) or Disposed of (I Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or			cquired d 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	
Common Stock	05/10/2006			Code M	V	Amount 7,400	(D)	Price \$ 13.4	37,549.6663 (1)	D		
Common Stock	05/10/2006			S		292	D	\$ 75.97	37,257.6663 (1)	D		
Common Stock	05/10/2006			S		6,694	D	\$ 75.93	30,563.6663 (1)	D		
Common Stock	05/10/2006			G	V	14	D	\$ 0	30,549.6663 (1)	D		
Common Stock									2,633.8257	I	By Savings	

Plan  $\underline{^{(2)}}$ 

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. Transacti Code (Instr. 8)	Secur Acqu (A) o Dispo	urities uired or oosed of er. 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 Numl Share
Employee Stock Option (right to buy)	\$ 20.349						10/04/2000	10/04/2009	Common Stock	60,
Employee Stock Option (right to buy)	\$ 13.4	05/10/2006		M		7,400	10/01/2002	10/01/2011	Common Stock	7,4
Employee Stock Option (right to buy)	\$ 15.5						10/07/2003	10/07/2012	Common Stock	18,
Employee Stock Option (right to buy)	\$ 27.75						10/06/2004(3)	10/06/2013	Common Stock	55,
Employee Stock Option (right to buy)	\$ 43.9						11/08/2005(3)	11/08/2014	Common Stock	70,
	\$ 56.36						11/07/2006(3)	11/07/2015		36,

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**Employee** Common Stock Stock Option (right to buy) Common Common Stock Share (4) (5) (5) 701 Stock Equivalents

## **Reporting Owners**

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CRANDALL THEODORE D 1201 SOUTH SECOND STREET E-7F19 MILWAUKEE, WI 53204

Senior Vice President

### **Signatures**

K. A. Balistreri, Attorney-in-Fact for Theodore D. Crandall

05/11/2006

\*\*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) 2,800 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 5/1/2006.
- (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 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.

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