

Chand Sujeet
Form 4
December 06, 2011

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chand Sujeet

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)
1201 SOUTH SECOND STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/03/2011

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr VP & Chief Tech. Officer

MILWAUKEE, WI 53204

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
____ 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 (A) 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 Ownership (Instr. 4)
Common Stock				(A) or (D)	Price	5,112.8778	I By Savings Plan ⁽¹⁾
Common Stock	12/03/2011		M	9,000 ⁽²⁾	A \$ 0	27,882	D
Common Stock	12/05/2011		S	3,696 ^{(3) (4)}	D \$ 75.76	24,186	D ⁽⁵⁾

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

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information contained in this form are not
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SEC 1474
(9-02)

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. 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 of Underlying Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Performance Shares	(2)	12/03/2011		M		9,000		12/03/2011	12/03/2011	Common Stock	9,000

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chand Sujeet 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204	Sr VP & Chief Tech. Officer

Signatures

Karen A. Balistreri, Attorney-In Fact for Sujeet Chand 12/05/2011

__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) Shares represented by Company stock fund units acquired under the Company Savings Plan, based on information furnished by the Plan Administrator as of 10/31/2011.
- (2) Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent).
Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$75.75 to \$75.7649. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
- (3) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/03/2011.
- (4) 4,470 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

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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