

DAVIS DON H JR
Form 4
November 19, 2004

FORM 4

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

OMB APPROVAL

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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

(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

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/17/2004

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

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 (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 Indirect Beneficial Ownership (Instr. 4)		
			Code	V	Amount	(A) or (D)	Price		
Common Stock	11/17/2004		S		8,000	D	\$ 45.15	97,799 ⁽¹⁾	D ⁽²⁾
Common Stock	11/17/2004		M		14,300	A	\$ 13.4	112,099 ⁽¹⁾	D
Common Stock	11/17/2004		S		14,300	D	\$ 45.5	97,799 ⁽¹⁾	D ⁽²⁾
Common Stock	11/17/2004		M		14,400	A	\$ 13.4	14,400	I

By Davis Family Limited Partnership

Common Stock	11/17/2004	S	14,400	D	\$ 45.50	I ⁽²⁾	⁽³⁾ By Davis Family Limited Partnership ⁽³⁾
Common Stock					14,330.1429	I ⁽⁴⁾	By Savings Plan

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

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(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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
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	11/17/2004		M	14,300	10/01/2002	10/01/2011	Common Stock	
Employee stock option (right to buy)	\$ 13.4	11/17/2004		M	14,400	10/01/2002	10/01/2011	Common Stock	
	\$ 15.5					10/07/2003 ⁽⁵⁾	10/07/2012		2

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(8) 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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