DAVIS DON H JR

Form 4

November 22, 2004

FORM 4

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

OMB APPROVAL OMB

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Check this box if no longer subject to Section 16. Form 4 or

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

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

(First)

(Street)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to

Issuer

DAVIS DON H JR

ROCKWELL AUTOMATION INC

(Check all applicable)

[ROK]

Symbol

(Last)

(Middle)

3. Date of Earliest Transaction

_X__ Director Officer (give title

10% Owner _ Other (specify

777 EAST WISCONSIN

AVENUE, SUITE 1400

11/19/2004

4. If Amendment, Date Original

(Month/Day/Year)

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

MILWAUKEE, WI 53202

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secu	rities A	cquired, Disposed	of, or Benefic	ially Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securi or(A) or D (D) (Instr. 3,	ispose	d of	Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)	
Common Stock	11/19/2004		M	1,500	A	\$ 13.4	99,299 (1)	D	
Common Stock	11/19/2004		S	1,500	D	\$ 45.5	97,799 <u>(1)</u>	D (2)	
Common Stock	11/19/2004		M	1,600	A	\$ 13.4	1,600	I	By Davis Family Limited Partnership (3)
Common	11/19/2004		S	1,600	D	\$	0	I (2)	By Davis

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Stock 45.5 Family Limited Partnership (3) Common By Savings 14,330.1429 I (4) Stock Plan 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.

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

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. Transact Code (Instr. 8)	Sec (A) Dis (D)	urities juired or posed 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)	\$ 20.349						10/04/2000	10/04/2009	Common Stock	13
Employee stock option (right to buy)	\$ 20.349						10/04/2000	10/04/2009	Common Stock	5
Employee stock option (right to buy)	\$ 13.4	11/19/2004		M		1,500	10/01/2002	10/01/2011	Common Stock	1
Employee stock option (right to buy)	\$ 13.4	11/19/2004		M		1,600	10/01/2002	10/01/2011	Common Stock]
Employee stock option (right to	\$ 15.5						10/07/2003(5)	10/07/2012	Common Stock	23

buy)

Employee stock option (right to buy)	\$ 15.5	10/07/2003	10/07/2012	Common Stock	11
Employee stock option (right to buy)	\$ 27.75	10/06/2004(6)	10/06/2013	Common Stock	35
Common Stock Share Equivalents	<u>(7)</u>	(8)	(8)	Common Stock	27,1

Reporting Owners

Reporting Owner Name / Address	Relationships						
Troporting of the France of France of	Director	10% Owner	Officer	Other			
DAVIS DON H JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X						

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H.
Davis, Jr.

11/22/2004

**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) 39,458 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sales were effected pursuant to a Rule 10b5-1 trading plan established for estate planning and diversification purposes.
- (3) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Shares represented by Company stock fund units under the Company's Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 11/01/2004.
- (5) 118,799 shares are currently exercisable and 116,668 shares become exercisable on 10/07/05.
- (6) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 11/01/2004. The number of share equivalents represented by the balance of a
- (7) 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.
- (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.

Reporting Owners 3

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