

ROCKWELL AUTOMATION INC
 Form 4
 March 02, 2005

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
MCCORMICK WILLIAM T JR/WI

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)

3. Date of Earliest Transaction (Month/Day/Year)
02/28/2005

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

777 EAST WISCONSIN AVENUE, SUITE 1400

(Street)

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

MILWAUKEE, WI 53202

(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 or Price		
Common Stock	02/28/2005		M		1,000 A \$ 18.7986	18,721 (1)	D
Common Stock	02/28/2005		M		1,000 A \$ 18.1746	19,721 (1)	D
Common Stock	02/28/2005		S		1,000 D \$ 62.062	18,721 (1)	D
Common Stock	02/28/2005		S		1,000 D \$ 62.05	17,721 (1)	D

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director stock option (right to buy)	\$ 18.7986	02/28/2005		M	1,000	02/02/2001	02/02/2010	Common Stock	1,000
Director stock option (right to buy)	\$ 18.1746	02/28/2005		M	1,000	02/07/2002	02/07/2011	Common Stock	1,000
Director stock option (right to buy)	\$ 16.05					07/31/2002	07/31/2011	Common Stock	7,000
Director stock option (right to buy)	\$ 18.05					02/06/2003 ⁽²⁾	02/06/2012	Common Stock	1,000
Director stock option (right to buy)	\$ 22.76					02/05/2004 ⁽²⁾	02/05/2013	Common Stock	1,000
Director stock option	\$ 30.22					02/04/2005 ⁽²⁾	02/04/2014	Common Stock	1,500

(right to buy)

Director stock

option \$ 58.54

(right to buy)

02/02/2006⁽²⁾ 02/02/2015 Common Stock 1,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCCORMICK WILLIAM T JR/WI 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X			

Signatures

K. A. Balistreri, Attorney-in-Fact for William T. McCormick, Jr.

03/02/2005

__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) 9,321 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) The option vests in three substantially equal annual installments beginning on the date exercisable.

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.