ROCKWELL AUTOMATION INC

Form 4 April 22, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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if no longer subject to Section 16. Form 4 or Form 5

obligations

may continue.

See Instruction

Check this box

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 * DAVIS DON H JR

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

Symbol

ROCKWELL AUTOMATION INC

(Check all applicable)

[ROK]

(Middle)

(Zip)

(Last) (First) 3. Date of Earliest Transaction

X_ Director 10% Owner Officer (give title Other (specify

(Month/Day/Year)

04/11/2005

777 EAST WISCONSIN **AVENUE, SUITE 1400**

> (Street) 4. If Amendment, Date Original

> > (Month/Day/Year)

Applicable Line)

Filed(Month/Day/Year)

X Form filed by One Reporting Person Form filed by More than One Reporting

6. Individual or Joint/Group Filing(Check

MILWAUKEE, WI 53202

(City)

(Instr. 3)

Common

Stock

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if

(State)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Ownership Indirect (I) (Instr. 4) (Instr. 4)

(9-02)

(A) or

Reported Transaction(s) (Instr. 3 and 4)

Code V Amount (D) Price

85,164 (1) (2) D (3)

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

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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. Transactic Code (Instr. 8)	5. Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and A Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount of Number of Shares
Employee stock option (right to buy)	\$ 15.5					10/07/2005	10/07/2012	Common Stock	116,6
Employee stock option (right to buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	50,0
Employee stock option (right to buy)	\$ 27.75					10/06/2004(5)	10/06/2013	Common Stock	233,3
Director stock option (right to buy)	\$ 58.54					02/02/2006(6)	02/02/2015	Common Stock	1,50
Common Stock Share Equivalents	<u>(7)</u>					<u>(8)</u>	(8)	Common Stock	27,464.

Reporting Owners

Reporting Owner Name / Address	Relationships					
	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 Davis, Jr.	Don H.		04/22	/2005		
**Signature of Reporting Person			Dat	te		

Reporting Owners 2

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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) This report is being filed to reflect a change in form of ownership.
- (2) 311 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (3) Includes 14,488 shares previously owned indirectly through the Company's 401(k) Savings Plan.
- (4) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) 116,667 shares become exercisable on 10/06/05 and 116,667 shares become exercisable on 10/06/06.
- (6) 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 4/11/2005. 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. 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.