

ROCKWELL AUTOMATION INC
Form 4
December 30, 2008

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 *
SPEER DAVID B

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)
12/16/2008

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

ILLINOIS TOOL WORKS
INC., 3600 WEST LAKE AVENUE

(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

GLENVIEW, IL 60026-1215

(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)			
Common Stock	12/16/2008		G ⁽¹⁾	V	1,950	D	\$ 0 9,561	D	
Common Stock	12/16/2008		G ⁽¹⁾	V	1,950	A	\$ 0 1,950	I	By Spouse
Common Stock	12/17/2008		G ⁽¹⁾	V	1,950	D	\$ 0 0	I	By Spouse
Common Stock	12/17/2008		G ⁽¹⁾	V	1,950	D	\$ 0 7,611	D ⁽²⁾	
Common Stock	12/17/2008		G ⁽¹⁾	V	3,900	A	\$ 0 3,900	I	By Partnership

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Common Stock 12/18/2008 G V 0 ⁽³⁾ D \$ 0 3,900 ⁽³⁾ I By Partnership

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

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SEC 1474
(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)	Amount or Number of Shares	
				Code	V	(A)	(D)	Title		
Director Stock Option (right to buy)	\$ 22.76	12/16/2008		G ⁽⁴⁾	V		4,000	02/05/2004 02/05/2013	Common Stock	4,000
Director Stock Option (right to buy)	\$ 22.76	12/16/2008		G ⁽⁴⁾	V	4,000		02/05/2004 02/05/2013	Common Stock	4,000
Director Stock Option (right to buy)	\$ 30.22	12/16/2008		G ⁽⁴⁾	V		750	02/04/2005 02/04/2014	Common Stock	750
Director Stock Option (right to buy)	\$ 30.22	12/16/2008		G ⁽⁴⁾	V	750		02/04/2005 02/04/2014	Common Stock	750
Director Stock Option (right to buy)	\$ 58.54	12/16/2008		G ⁽⁴⁾	V		750	02/02/2006 02/02/2015	Common Stock	750

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Director Stock Option (right to buy)	\$ 58.54	12/16/2008	G ⁽⁴⁾	V	750	02/02/2006	02/02/2015	Common Stock	750
Director Stock Option (right to buy)	\$ 65.35	12/16/2008	G ⁽⁴⁾	V	500	02/01/2007 ⁽⁵⁾	02/01/2016	Common Stock	500
Director Stock Option (right to buy)	\$ 65.35	12/16/2008	G ⁽⁴⁾	V	500	02/01/2007	02/01/2016	Common Stock	500
Director Stock Option (right to buy)	\$ 63.17	12/16/2008	G ⁽⁴⁾	V	250	02/07/2008 ⁽⁵⁾	02/07/2017	Common Stock	250
Director Stock Option (right to buy)	\$ 63.17	12/16/2008	G ⁽⁴⁾	V	250	02/07/2008	02/07/2017	Common Stock	250
Director Stock Option (right to buy)	\$ 22.76	12/17/2008	G ⁽⁴⁾	V	4,000	02/05/2004	02/05/2013	Common Stock	4,000
Director Stock Option (right to buy)	\$ 22.76	12/17/2008	G ⁽⁴⁾	V	4,000	02/05/2004	02/05/2013	Common Stock	4,000
Director Stock Option (right to buy)	\$ 22.76	12/17/2008	G ⁽⁴⁾	V	8,000	02/05/2004	02/05/2013	Common Stock	8,000
Director Stock Option (right to buy)	\$ 22.76	12/18/2008	G	V	0 ⁽⁶⁾	02/05/2004	02/05/2013	Common Stock	0
	\$ 30.22	12/17/2008	G ⁽⁴⁾	V	750	02/04/2005	02/04/2014		750

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Director Stock Option (right to buy)									Common Stock	
Director Stock Option (right to buy)	\$ 30.22	12/17/2008	G ⁽⁴⁾	V	750	02/04/2005	02/04/2014	Common Stock	750	
Director Stock Option (right to buy)	\$ 30.22	12/17/2008	G ⁽⁴⁾	V	1,500	02/04/2005	02/04/2014	Common Stock	1,500	
Director Stock Option (right to buy)	\$ 30.22	12/18/2008	G	V	0 ⁽⁶⁾	02/04/2005	02/04/2014	Common Stock	0	
Director Stock Option (right to buy)	\$ 58.54	12/17/2008	G ⁽⁴⁾	V	750	02/02/2006	02/02/2015	Common Stock	750	
Director Stock Option (right to buy)	\$ 58.54	12/17/2008	G ⁽⁴⁾	V	750	02/02/2006	02/02/2015	Common Stock	750	
Director Stock Option (right to buy)	\$ 58.54	12/17/2008	G ⁽⁴⁾	V	1,500	02/02/2006	02/02/2015	Common Stock	1,500	
Director Stock Option (right to buy)	\$ 58.54	12/18/2008	G	V	0 ⁽⁶⁾	02/02/2006	02/02/2015	Common Stock	0	
Director Stock Option (right to buy)	\$ 65.35	12/17/2008	G ⁽⁴⁾	V	500	02/01/2007	02/01/2016	Common Stock	500	
	\$ 65.35	12/17/2008	G ⁽⁴⁾	V	500	02/01/2007	02/01/2016		500	

Director Stock Option (right to buy)									Common Stock	
Director Stock Option (right to buy)	\$ 65.35	12/17/2008	G ⁽⁴⁾	V	1,000	02/01/2007	02/01/2016	Common Stock	1,000	
Director Stock Option (right to buy)	\$ 65.35	12/18/2008	G	V	0 ⁽⁶⁾	02/01/2007	02/01/2016	Common Stock	0	
Director Stock Option (right to buy)	\$ 63.17	12/17/2008	G ⁽⁴⁾	V	250	02/07/2008	02/07/2017	Common Stock	250	
Director Stock Option (right to buy)	\$ 63.17	12/17/2008	G ⁽⁴⁾	V	250	02/07/2008	02/07/2017	Common Stock	250	
Director Stock Option (right to buy)	\$ 63.17	12/17/2008	G ⁽⁴⁾	V	500	02/07/2008	02/07/2017	Common Stock	500	
Director Stock Option (right to buy)	\$ 63.17	12/18/2008	G	V	0 ⁽⁶⁾	02/07/2008	02/07/2017	Common Stock	0	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SPEER DAVID B ILLINOIS TOOL WORKS INC. 3600 WEST LAKE AVENUE GLENVIEW, IL 60026-1215	X			

Signatures

/s/ Karen A. Balistreri, Attorney-in-Fact for David B.
Speer

12/30/2008

__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).

The reporting person transferred a total of 3,900 shares previously reported as directly owned to Speer Investment Partners, LP, a family limited partnership (FLP), of which 1,950 shares were first transferred to his wife who then transferred the shares to FLP. The reporting person is the sole general partner of FLP and he and his wife were then the sole limited partners.

(2) 6,421 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

Represents separate gifts of limited partnership interests in FLP by the reporting person and his wife to trusts for the benefit of their children. The reporting person disclaims beneficial ownership of Company common stock held by FLP except to the extent of his pecuniary interest therein.

The reporting person transferred a total of 12,500 options previously reported as directly owned to Speer Investment Partners, LP, a family limited partnership (FLP), of which 6,250 options were first transferred to his wife who then transferred the options to FLP. The reporting person is the sole general partner of FLP and he and his wife were then the sole limited partners.

(5) Options vest in three equal annual installments beginning on date exercisable.

Represents separate gifts of limited partnership interests in FLP by the reporting person and his wife to trusts for the benefit of their children. The reporting person disclaims beneficial ownership of options held by FLP except to the extent of his pecuniary interest therein.

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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