

ROCKWELL AUTOMATION INC
 Form 4
 February 01, 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)
 777 EAST WISCONSIN AVENUE, SUITE 1400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2005

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 (D) or Price (A) | | |
| Common Stock | 01/31/2005 | | M | | 1,000 A \$ 18.3703 | 18,221 (1) | D |
| Common Stock | 01/31/2005 | | M | | 1,140 A \$ 18.3105 | 19,361 (1) | D |
| Common Stock | 01/31/2005 | | M | | 1,000 A \$ 17.8539 | 20,361 (1) | D |
| Common Stock | 01/31/2005 | | M | | 1,213 A \$ 16.1644 | 21,574 (1) | D |
| Common Stock | 01/31/2005 | | S | | 4,353 D (2) | 17,221 (1) | D |

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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 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) | \$ 16.1644 | 01/31/2005 | | M | 1,213 | 02/07/1997 | 02/07/2006 | Common Stock | 1,213 |
| Director stock option (right to buy) | \$ 18.3105 | 01/31/2005 | | M | 1,140 | 02/05/1998 | 02/05/2007 | Common Stock | 1,140 |
| Director stock option (right to buy) | \$ 18.3703 | 01/31/2005 | | M | 1,000 | 02/04/1999 | 02/04/2008 | Common Stock | 1,000 |
| Director stock option (right to buy) | \$ 17.8539 | 01/31/2005 | | M | 1,000 | 02/03/2000 | 02/03/2009 | Common Stock | 1,000 |
| Director stock option (right to buy) | \$ 18.7986 | | | | | 02/02/2001 | 02/02/2010 | Common Stock | 1,000 |
| Director stock | \$ 18.1746 | | | | | 02/07/2002 | 02/07/2011 | Common Stock | 1,000 |

| | | | | | | |
|--|----------|---------------------------|------------|-----------------|-------|--|
| option (right to buy) | | | | | | |
| 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 ⁽³⁾ | 02/06/2012 | Common Stock | 1,000 | |
| Director stock option (right to buy) | \$ 22.76 | 02/05/2004 ⁽³⁾ | 02/05/2013 | Common Stock | 1,000 | |
| Director stock option (right to buy) | \$ 30.22 | 02/04/2005 ⁽³⁾ | 02/04/2014 | 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. | 02/01/2005 |
| **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) 8,821 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale proceeds ranged from \$56.60 to \$56.78.
- (3) 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.

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