

RUFF ROBERT A
Form 4
February 01, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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 *
RUFF ROBERT A

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)
01/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Senior Vice President

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 or Price | | |
| Common Stock | 01/28/2005 | | M | | 300 A \$ 27.75 | 7,800 | D |
| Common Stock | 01/28/2005 | | M | | 13,158 A \$ 20.349 | 20,958 | D |
| Common Stock | 01/28/2005 | | M | | 1,600 A \$ 20.42 | 22,558 | D |
| Common Stock | 11/16/2004 | | S | | 13,158 D 0.00 | 9,400 | D |
| Common Stock | | | | | | 4,199.532 | I By Savings |

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) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (right to buy) | \$ 20.349 | 01/28/2005 | | M | 13,158 | 10/04/2000 10/04/2009 | Common Stock | 13,158 | |
| Employee Stock Option (right to buy) | \$ 15.5 | | | | | 10/07/2003 ⁽³⁾ 10/07/2012 | Common Stock | 10,000 | |
| Employee Stock Option (right to buy) | \$ 20.42 | 01/28/2005 | | M | 1,600 | 12/04/2003 ⁽⁴⁾ 12/04/2012 | Common Stock | 1,600 | |
| Employee Stock Option (right to buy) | \$ 27.75 | 01/28/2005 | | M | 300 | 10/06/2004 ⁽⁵⁾ 10/06/2013 | Common Stock | 300 | |
| Employee Stock Option (right to buy) | \$ 43.9 | | | | | 11/08/2005 ⁽³⁾ 11/08/2014 | Common Stock | 35,000 | |
| | ⁽⁶⁾ | | | | | ⁽⁷⁾ ⁽⁷⁾ | | 31,000 | |

Common
Stock Share
Equivalents

Common
Stock

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| RUFF ROBERT A 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | Senior Vice President | |

Signatures

| | |
|--|------------|
| K. A. Balistreri, Attorney-in-Fact for Robert A. Ruff | 01/31/2005 |
| __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) Sale prices ranged from \$56.72 to \$56.79.
 - (2) 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 12/31/2004.
 - (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - (4) 6,800 shares are currently exercisable and 5,000 shares vest 12/04/2005.
 - (5) 12,133 shares are currently exercisable, 13,333 shares vest on 10/06/05 and 13,334 shares vest on 10/06/06.
- Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 12/31/2004. The number of share
- (6) equivalents represented by the balance of a 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.
 - (7) 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.