

ROCKWELL AUTOMATION INC

Form 4

February 27, 2015

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDERMOTT JOHN P

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)

1201 SOUTH SECOND STREET

(Street)

MILWAUKEE, WI 53204

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

02/26/2015

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

Sr. Vice President

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock				(A) or (D)	Price	890.2738 ⁽¹⁾	I By Savings Plan
Common Stock	02/26/2015		M	4,550 A	\$ 69.57	59,118	D
Common Stock	02/26/2015		S	5,372 ⁽²⁾	\$ 117.905	53,746	D
Common Stock	02/27/2015		S	4,778 ⁽³⁾	\$ 117.1703	48,968	D ⁽⁴⁾

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
Employee Stock Option (Right to Buy)	\$ 69.57	02/26/2015		M		4,550		12/07/2011	12/07/2020	Common Stock	4,550

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCDERMOTT JOHN P 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204	Sr. Vice President

Signatures

Karen A. Balistreri, Attorney-in-Fact for John P. McDermott 02/27/2015

__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).

Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date last reported for this person based on information furnished by the Plan Administrator as of 12/31/2014. The number of stock fund units represented by the

(1) balance of the participant's Company stock fund account may not exactly equal the number of stock fund units represented by a prior balance due to variance in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the Plan.

(2)

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Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$117.50 to \$118.110. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

(3) Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$116.50 to \$117.70. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

(4) Includes 3,040 shares held by the Company to implement restrictions on transfer unless and until certain conditions are met.

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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