

ROCKWELL AUTOMATION INC
Form 4
May 20, 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 *
HALL MARY JANE

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)
05/18/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. V. P., Human Resources

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 Ownership (Instr. 4)		
				Code	V	Amount				(A) or (D)	Price
Common Stock	05/18/2005		M			7,600	A	\$ 13.4	15,600	D	
Common Stock	05/18/2005		M			22,400	A	\$ 15.5	38,000	D	
Common Stock	05/18/2005		S			30,000	D	\$ 50	8,000	D	
Common Stock	05/18/2005		M			1,298	A	\$ 10.5866	9,298	D	
Common Stock	05/18/2005		M			5,331	A	\$ 11.6038	14,629	D	

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Common Stock	05/18/2005		F ⁽¹⁾	1,500	D	\$ 50.34	13,129	D	
Common Stock							1,670.2082 <u>(2)</u>	I	By Savings Plan

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)	Am Nur Shar	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Am Nur Shar
Employee Stock Option (right to buy)	\$ 10.5866	05/18/2005		M	1,298	10/05/1999 10/05/2008	Common Stock	1	
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock	5	
Employee Stock Option (right to buy)	\$ 11.6038	05/18/2005		M	5,331	10/02/2001 10/02/2010	Common Stock	5	
Employee Stock Option (right to buy)	\$ 13.4	05/18/2005		M	7,600	10/01/2002 10/01/2011	Common Stock	7	
Employee Stock Option	\$ 15.5	05/18/2005		M	22,400	10/07/2003 ⁽³⁾ 10/07/2012	Common Stock	2	

(right to buy)

Employee Stock

Option \$ 27.75

(right to buy)

10/06/2004⁽⁴⁾ 10/06/2013

Common Stock 4

Employee Stock

Option \$ 43.9

(right to buy)

11/08/2005⁽⁴⁾ 11/08/2014

Common Stock 3

Common Stock Share Equivalents

(5)

(6)

(6)

Common Stock 27

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HALL MARY JANE 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			Sr. V. P., Human Resources	

Signatures

Karen A. Balistreri, Attorney-in-Fact for Mary Jane Hall

05/20/2005

 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) Payment of option exercise price by delivery of already - owned shares of Common Stock.
- (2) Includes shares represented by Company stock fund units acquired under the Company's Savings Plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 4/29/2005.
- (3) 4,266 shares are currently exercisable and 13,334 shares vest 10/07/2005.
- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.
Includes Company stock fund units acquired under the Company's nonqualified savings plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 4/29/2005. The number of share equivalents
- (5) 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.
- (6) 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.

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