COHN JOHN D

Form 4

November 08, 2005

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB APPROVAL

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Check this box if no longer subject to Section 16.

Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 obligations may continue. See Instruction

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

Washington, D.C. 20549

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COHN JOHN D

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ROCKWELL AUTOMATION INC

(Check all applicable)

[ROK]

(Last) (First) (Middle) 3. Date of Earliest Transaction

Director 10% Owner X_ Officer (give title Other (specify

777 EAST WISCONSIN

(Month/Day/Year) 11/07/2005

below) Sr. Vice President

AVENUE, SUITE 1400 (Street)

(State)

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting

Person

MILWAUKEE, WI 53202

(City)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

(Zip)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

5. Amount of Securities Beneficially Owned Following Reported

6. Ownership 7. Nature of Form: Direct Indirect (D) or Beneficial Indirect (I) Ownership (Instr. 4) (Instr. 4)

(A) Transaction(s) or (Instr. 3 and 4)

Code V Amount (D) Price

Common 11/07/2005 Stock

Common Stock

A 1,400 Α (1) $15,142 \stackrel{(2)}{=}$ D

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

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8,350.6467 (3) I

SEC 1474 (9-02)

Savings

Plan

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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)	Code	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amo Nun Shar
Employee stock option (right to buy)	\$ 21.9479					06/01/2000	06/01/2009	Common Stock	10
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	11
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	18
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004(4)	10/06/2013	Common Stock	4:
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005(4)	11/08/2014	Common Stock	40
Employee Stock Option (right to buy)	\$ 56.36	11/07/2005		A	18,200	11/07/2006(4)	11/07/2015	Common Stock	13
Common Stock Share Equivalents	(5)					<u>(6)</u>	<u>(6)</u>	Common Stock	52:

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Sr. Vice President

COHN JOHN D

777 EAST WISCONSIN AVENUE

SUITE 1400

MILWAUKEE, WI 53202

Signatures

K. A. Balistreri, Attorney-in-Fact for John D.
Cohn
11/08/2005

**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) Restricted stock award under the Company's 2000 Long-Term Incentives Plan, as amended.
- (2) 1,400 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (3) 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 10/31/2005.
- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - Includes share equivalents represented by 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 10/31/2005. The
- (5) number of share 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.
- (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. 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.

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