

MCDERMOTT JOHN P
 Form 4
 November 15, 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 *
 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)
 777 EAST WISCONSIN AVENUE, SUITE 1400
 (Street)
 MILWAUKEE, WI 53202
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 11/14/2005

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

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

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

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)			
				(A) or (D)	Price					
Common Stock	11/14/2005		M		12,812	A	\$ 15.5	39,025 ⁽¹⁾	D	
Common Stock	11/14/2005		S		6,800	D	\$ 56.48	32,225 ⁽¹⁾	D	
Common Stock	11/14/2005		S		6,012	D	\$ 56.46	26,213 ⁽¹⁾	D	
Common Stock								3,829.4468 ⁽²⁾	I	By Savings Plan

Edgar Filing: MCDERMOTT JOHN P - Form 4

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	60
Employee Stock Option (right to buy)	\$ 15.5	11/14/2005		M	12,812	10/07/2003	10/07/2012	Common Stock	128,120
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013	Common Stock	60
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾	11/08/2014	Common Stock	60
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 ⁽³⁾	11/07/2015	Common Stock	30
Common Stock Share Equivalents	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDERMOTT JOHN P 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			Senior Vice President	

Signatures

K. A. Balistreri, Attorney-in-Fact for John P. McDermott	11/15/2005
**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) Includes 2,600 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Shares represented by Company stock fund units acquired under the Company's Savings Plan based on information furnished by the Plan Administrator as of 10/31/2005.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
Share equivalents represented by Company stock fund units acquired under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 10/31/2005. The number of share equivalents represented by the balance of a
- (4) 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.
- (5) 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.