

CRANDALL THEODORE D  
Form 4  
February 08, 2006

**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**

OMB  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**CRANDALL THEODORE D**

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)

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

02/07/2006

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_X\_\_ Officer (give title \_\_\_\_ Other (specify  
below) below)

Senior Vice President

777 EAST WISCONSIN  
AVENUE, SUITE 1400

(Street)

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

MILWAUKEE, WI 53202

(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	02/07/2006		M	4,902 A	\$ 20.349 26,337.6663 (1)	D	
Common Stock	02/07/2006		M	3,812 A	\$ 11.6038 30,149.6663 (1)	D	
Common Stock	02/07/2006		M	13,088 A	\$ 13.4 43,237.6663 (1)	D	
Common Stock	02/07/2006		S	13,088 D	\$ 67.45 30,149.6663 (1)	D	
Common Stock					2,586.728	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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 20.349	02/07/2006		M	4,902	10/04/2000	10/04/2009	Common Stock	4,902
Employee Stock Option (right to buy)	\$ 11.6038	02/07/2006		M	3,812	10/02/2001	10/02/2010	Common Stock	3,812
Employee Stock Option (right to buy)	\$ 13.4	02/07/2006		M	13,088	10/01/2002	10/01/2011	Common Stock	13,088
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	42,000
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 <sup>(3)</sup>	10/06/2013	Common Stock	55,000
Employee Stock	\$ 43.9					11/08/2005 <sup>(3)</sup>	11/08/2014	Common Stock	70,000

Option  
(right to  
buy)

Employee  
Stock

Option \$ 56.36  
(right to  
buy)

11/07/2006<sup>(3)</sup> 11/07/2015

Common  
Stock 36

Common  
Stock Share  
Equivalents

(4)

(5)

(5)

Common  
Stock 69

## Reporting Owners

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

## Signatures

K. A. Balistreri, Attorney-in-Fact for Theodore D.  
Crandall

02/08/2006

\_\_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) 2,800 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (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 1/25/2006.
- (3) 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 1/25/2006. The
- (4) 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.
- (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.