

ROCKWELL AUTOMATION INC
Form 4
November 10, 2004

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

OMB APPROVAL

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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 *
DORGAN DAVID M

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)
11/08/2004

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice Pres. and Controller

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 Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 11/08/2004 | | M | 747 A \$ 12.4821 | 747 | D | |
| Common Stock | 11/08/2004 | | M | 5,805 A \$ 20.349 | 6,552 | D | |
| Common Stock | 11/08/2004 | | S | 6,552 D \$ 42 | 0 | D | |
| Common Stock | | | | | 5,486.1301 | I | By Savings Plan ⁽¹⁾ |

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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) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code V | (A) (D) | Date Exercisable Expiration Date | Title |
| Employee Stock Option (right to buy) | \$ 12.4821 | 11/08/2004 | | M | 747 | 09/02/1999 09/02/2008 | Common Stock |
| Employee Stock Option (right to buy) | \$ 20.349 | 11/08/2004 | | M | 5,805 | 10/04/2000 10/04/2009 | Common Stock |
| Employee Stock Option (right to buy) | \$ 11.6038 | | | | | 10/02/2001 10/02/2010 | Common Stock |
| Employee Stock Option (right to buy) | \$ 13.4 | | | | | 10/01/2002 10/01/2011 | Common Stock |
| Employee Stock Option (right to buy) | \$ 15.5 | | | | | 10/07/2003 ⁽²⁾ 10/07/2012 | Common Stock |
| Employee Stock Option (right to buy) | \$ 27.75 | | | | | 10/06/2004 ⁽²⁾ 10/06/2013 | Common Stock |

| | | | | | | | | |
|--------------------------------------|---------|------------|---|--------|---------------------------|------------|--------------|---|
| Employee Stock Option (right to buy) | \$ 43.9 | 11/08/2004 | A | 20,000 | 11/08/2005 ⁽²⁾ | 11/08/2014 | Common Stock | 2 |
|--------------------------------------|---------|------------|---|--------|---------------------------|------------|--------------|---|

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|---------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| DORGAN DAVID M 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | Vice Pres. and Controller | |

Signatures

K. A. Balistreri, Attorney-in-Fact for David M. Dorgan
 11/10/2004

__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) Shares represented by Company stock fund units under the Company's Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 11/01/2004.
- (2) The option vests in three substantially equal annual installments beginning on the date exercisable.

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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