

HART JAMES E
Form 4
February 02, 2005

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 *
HART JAMES E

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)
02/01/2005

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

MILWAUKEE, WI 53202

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

(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	(A) or (D)	Price		
Common Stock	02/01/2005		M		8,000	A	\$ 13.4	11,112 ⁽¹⁾	D
Common Stock	02/01/2005		S		8,000	D	\$ 57.4	3,112 ⁽¹⁾	D
Common Stock								1,919.8531	I

By
Savings
Plan ⁽²⁾

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**

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(9-02)

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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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	16,500
Employee stock option (right to buy)	\$ 13.4	02/01/2005		M	8,000	10/01/2002	10/01/2011	Common Stock	8,000
Employee stock option (right to buy)	\$ 15.5					10/07/2003 ⁽³⁾	10/07/2012	Common Stock	25,000
Employee stock option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013	Common Stock	25,000
Employee stock option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾	11/08/2014	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

HART JAMES E
777 EAST WISCONSIN AVENUE
SUITE 1400
MILWAUKEE, WI 53202

Vice President

Signatures

K. A. Balistreri, Attorney-in-Fact for James
E. Hart

02/02/2005

__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 2,000 shares held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) 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 12/31/2004.
- (3) The option becomes exercisable in three 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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