

ROCKWELL AUTOMATION INC
Form 4
August 29, 2007

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 *
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)
1201 SOUTH SECOND STREET
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
08/27/2007

____ Director _____ 10% Owner
____ Officer (give title below) _____ Other (specify below)
Sr. Vice President

MILWAUKEE, WI 53204

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| Common Stock | | | | | 135.78 | I | By Savings Plan ⁽¹⁾ |
| Common Stock | 08/27/2007 | | M | 7,685 A | \$ 20.349 42,036 | D | |
| Common Stock | 08/27/2007 | | S | 185 D | \$ 70.07 41,851 | D | |
| Common Stock | 08/27/2007 | | S | 100 D | \$ 70.06 41,751 | D | |
| Common Stock | 08/27/2007 | | S | 100 D | \$ 70.05 41,651 | D | |

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|--------------|------------|---|-------|---|----------|--------|------------------|
| Common Stock | 08/27/2007 | S | 600 | D | \$ 70.04 | 41,051 | D |
| Common Stock | 08/27/2007 | S | 900 | D | \$ 70.03 | 40,151 | D |
| Common Stock | 08/27/2007 | S | 500 | D | \$ 70.02 | 39,651 | D |
| Common Stock | 08/27/2007 | S | 1,685 | D | \$ 70.01 | 37,966 | D |
| Common Stock | 08/27/2007 | S | 515 | D | \$ 70 | 37,451 | D |
| Common Stock | 08/27/2007 | S | 3,100 | D | \$ 69.99 | 34,351 | D ⁽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 required to respond unless the form displays a currently valid OMB control number.

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(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 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 | 08/27/2007 | | M | 7,685 | 10/04/2000 | 10/04/2009 | Common Stock | 7,685 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | Sr. Vice President | |

MCDERMOTT JOHN P
1201 SOUTH SECOND STREET
MILWAUKEE, WI 53204

Signatures

Karen A. Balistreri, Attorney-in-Fact for John P.
McDermott

08/29/2007

__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 shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 06/30/2007.
- (2) 4,500 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

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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