

ROCKWELL AUTOMATION INC

Form 4

October 05, 2016

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

OMB APPROVAL

OMB  
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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 \*  
MILLER JOHN M2. Issuer Name and Ticker or Trading  
SymbolROCKWELL AUTOMATION INC  
[ROK]5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

(Last) (First) (Middle)

1201 SOUTH SECOND STREET

(Street)

MILWAUKEE, WI 53204

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

10/03/2016

☐ Director ☐ 10% Owner  
☐ Officer (give title below) ☐ Other (specify below)

VP and Chief IP Counsel

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities<br>Acquired (A) or<br>Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|--------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                 | V                                                                          | Amount                                                                                                             | (D)                                                                  | Price                                                             |

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<br>Derivative<br>Security | 2. Conversion<br>or Exercise | 3. Transaction Date<br>(Month/Day/Year) | 3A. Deemed<br>Execution Date, if<br>any | 4. Transaction<br>Code | 5. Number<br>of | 6. Date Exercisable and<br>Expiration Date<br>(Month/Day/Year) | 7. Title and Amount of<br>Underlying Securities<br>(Instr. 3 and 4) | 8. D |
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|------|
|---------------------------------------|------------------------------|-----------------------------------------|-----------------------------------------|------------------------|-----------------|----------------------------------------------------------------|---------------------------------------------------------------------|------|

| (Instr. 3)            | Price of<br>Derivative<br>Security | (Month/Day/Year) | (Instr. 8) | Derivative<br>Securities<br>Acquired<br>(A) or<br>Disposed<br>of (D)<br>(Instr. 3,<br>4, and 5) |           |     |                     |                    |                 |                                        |  |  |
|-----------------------|------------------------------------|------------------|------------|-------------------------------------------------------------------------------------------------|-----------|-----|---------------------|--------------------|-----------------|----------------------------------------|--|--|
|                       |                                    |                  | Code       | V                                                                                               | (A)       | (D) | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of<br>Shares |  |  |
| Performance<br>Shares | (1)                                | 10/03/2016       | A          |                                                                                                 | 56<br>(2) |     | (3)                 | 12/04/2016         | Common<br>Stock | 56                                     |  |  |

## Reporting Owners

| Reporting Owner Name / Address                                   | Relationships |           |                               |       |
|------------------------------------------------------------------|---------------|-----------|-------------------------------|-------|
|                                                                  | Director      | 10% Owner | Officer                       | Other |
| MILLER JOHN M<br>1201 SOUTH SECOND STREET<br>MILWAUKEE, WI 53204 |               |           | VP and<br>Chief IP<br>Counsel |       |

## Signatures

Karen A. Balistreri, Attorney-in-Fact for John M. Miller

10/05/2016

          \*\*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) Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent).

On December 4, 2013, the reporting person was granted a target number of performance shares, with the payout from 0 to 200% of target.

(2) based on the Company's total shareholder return compared to the performance of companies in the S&P 500 Index over a three-year period. The payout was determined on October 3, 2016, resulting in the reported number of performance shares received.

Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent). The

(3) performance shares vest on December 4, 2016, provided the reporting person is still an employee of the Company on that date, subject to limited exceptions.

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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