

ROCKWELL AUTOMATION INC
Form 4
March 02, 2005

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 *
MILLER JOHN 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)
02/28/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP and Chief IP Counsel

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 | (A) or (D) | Price | | | |
| Common Stock | 02/28/2005 | | M | | 3,750 | A | | \$ 11.6038 | 4,750 ⁽¹⁾ | D | |
| Common Stock | 02/28/2005 | | S | | 3,750 | D | | <u>2</u> | 1,000 ⁽¹⁾ | D | |
| Common Stock | | | | | | | | | 829.0477 | I | By Savings Plan ⁽³⁾ |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (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 | 3,750 |
| Employee Stock Option (right to buy) | \$ 11.6038 | 02/28/2005 | | M | 3,750 | 10/02/2001 | 10/02/2010 | Common Stock | 3,750 |
| Employee Stock Option (right to buy) | \$ 16.05 | | | | | 07/31/2002 | 07/31/2011 | Common Stock | 5,000 |
| Employee Stock Option (right to buy) | \$ 13.4 | | | | | 10/01/2002 | 10/01/2011 | Common Stock | 8,000 |
| Employee Stock Option (right to buy) | \$ 15.5 | | | | | 10/07/2003 ⁽⁴⁾ | 10/07/2012 | Common Stock | 8,000 |
| Employee Stock Option (right to buy) | \$ 27.75 | | | | | 10/06/2004 ⁽⁵⁾ | 10/06/2013 | Common Stock | 9,000 |

Employee
Stock
Option \$ 43.9
(right to
buy)

11/08/2005⁽⁵⁾ 11/08/2014 Common
Stock 11,00

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---------------------------------------------------------------------------------|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MILLER JOHN M 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | VP and Chief IP Counsel | |

Signatures

K. A. Balistreri, Attorney-in-Fact for John M.
Miller 03/02/2005

**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) 1,000 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale Prices ranged from \$62.10 to \$62.18.
- (3) Includes 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 2/1/2005.
- (4) 5,333 shares are currently exercisable and 2,667 shares become exercisable on 10/7/2005.
- (5) 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. 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.