

ROCKWELL AUTOMATION INC

Form 4

February 17, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS DON H JR

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

3. Date of Earliest Transaction
(Month/Day/Year)
02/16/2005

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

(Street)
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 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	02/16/2005		M		28,733	A	\$ 15.5	115,909 ⁽¹⁾ D
Common Stock	02/16/2005		S ⁽²⁾		28,733	D	⁽³⁾	87,176 ⁽¹⁾ D
Common Stock	02/16/2005		M		32,000	A	\$ 15.5	32,000 I
Common	02/16/2005		S ⁽²⁾		32,000	D	⁽³⁾	0 I

By Davis
Family
Limited
Partnership
⁽⁴⁾
By Davis

Stock

Family
Limited
Partnership
(4)Common
Stock

14,309.0539 I (5)

By Savings
Plan

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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee stock option (right to buy)	\$ 15.5	02/16/2005		M	28,733	10/07/2003 ⁽⁶⁾ 10/07/2012	Common Stock
Employee stock option (right to buy)	\$ 15.5	02/16/2005		M	32,000	10/07/2003 10/07/2012	Common Stock
Employee stock option (right to buy)	\$ 27.75					10/06/2004 ⁽⁷⁾ 10/06/2013	Common Stock
Director stock option (right to buy)	\$ 58.54					02/02/2006 ⁽⁸⁾ 02/02/2015	Common Stock
Common Stock Share Equivalents	(9)					(10) (10)	Common Stock 27.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAVIS DON H JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H. Davis, Jr.	02/17/2005
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____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) 311 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
 - (2) Sales were effected pursuant to a Rule 10b5-1 trading plan established for estate planning and diversification purposes.
 - (3) Sale prices ranged from \$60.00 to \$60.11.
 - (4) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
 - (5) 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 2/1/2005.
 - (6) 116,668 shares become exercisable on 10/07/05.
 - (7) 115,466 shares are currently exercisable, 116,667 shares become exercisable on 10/06/05 and 116,667 shares become exercisable on 10/06/06.
 - (8) The option vests in three substantially equal annual installments beginning on the date exercisable.

Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 2/1/2005. The number of share equivalents represented by the balance of a participant's Company stock fund account may not exactly equal the number of share equivalents represented by a prior balance plus additions due to variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the plan.
 - (10) The share equivalents are payable in cash upon retirement or after termination of employment.

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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