

HAGERMAN DOUGLAS M
Form 4
May 04, 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 *
HAGERMAN DOUGLAS M

2. Issuer Name and Ticker or Trading Symbol
ROCKWELL AUTOMATION INC
[ROK]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

 Director 10% Owner
 Officer (give title below) Other (specify below)
Sr. V. P. Gen. Coun. and Sec.

(Last) (First) (Middle)

777 EAST WISCONSIN AVENUE, SUITE 1400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/02/2005

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					5,000	D	(1)
Common Stock	05/02/2005	05/04/2005	I		1,052.1885	A	\$ 47.52
					2,238.1506	I	(2)

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)

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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	\$ 32.69					05/01/2005 ⁽³⁾	05/01/2014	Common Stock	40,000
Employee Stock Option	\$ 43.9					11/08/2005 ⁽³⁾	11/08/2014	Common Stock	70,000
Common Stock Share Equivalents	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	46.876

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
HAGERMAN DOUGLAS M 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			Sr. V. P. Gen. Coun. and Sec.	

Signatures

Karen A. Balistreri, Attorney-in-Fact for Douglas M. Hagerman
Date: 05/04/2005

__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) 5,000 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
Includes shares represented by Company stock fund units acquired under the Company's Savings Plan since the date of the reporting
- (2) person's last ownership report, which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 4/29/2005.

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- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.

Includes Company stock fund units credited under the Company's nonqualified savings plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 4/29/2005. The number of share equivalents

- (4) 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.

- (5) 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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