

ROCKWELL AUTOMATION INC

Form 4

December 02, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
COPPINS KENT G

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)
12/01/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
V. P. and Gen. Tax Counsel

(Street)
MILWAUKEE, WI 53202

4. If Amendment, Date Original
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check
Applicable Line)
__X__ 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	12/01/2005		M		2,100	A	\$ 20.349	2,700 ⁽¹⁾	D
Common Stock	12/01/2005		S		2,100	D	\$ 59.14	600 ⁽¹⁾	D
Common Stock								5,860.1911	I ⁽²⁾

By
Savings
Plan

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**

SEC 1474
(9-02)

required to respond unless the form
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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Employee Stock Option (right to buy)	\$ 20.349	12/01/2005		M	2,100	10/04/2000	10/04/2009	Common Stock	2,100
Employee Stock Option (right to buy)	\$ 11.6038					10/02/2001	10/02/2010	Common Stock	6,600
Employee Stock Option (right to buy)	\$ 13.4					10/01/2002	10/01/2011	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾	11/08/2014	Common Stock	15,000

Employee Stock Option (right to buy)	\$ 56.36	11/07/2006 ⁽³⁾	11/07/2015	Common Stock	7,3
Common Stock Share Equivalents	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	27.6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COPPINS KENT G 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			V. P. and Gen. Tax Counsel	

Signatures

K. A. Balistreri, Attorney-in-Fact for Kent G. Coppins

12/01/2005

____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) 600 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Shares represented by Company stock fund units acquired under the Company's Savings Plan based on information furnished by the Plan Administrator as of 10/31/2005.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
Share equivalents represented by Company stock fund units acquired under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 10/31/2005. The number of share equivalents represented by the balance of a
- (4) 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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