

MCDERMOTT JOHN P
 Form 4
 January 31, 2006

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 *
 MCDERMOTT JOHN P

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)
 01/30/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|
| | | | | (A) or (D) | Price | | |
| Common Stock | 01/30/2006 | | M | V | 15,000 A \$ 20.349 | 40,573 ⁽¹⁾ | D |
| Common Stock | 01/30/2006 | | M | V | 20,000 A \$ 15.5 | 60,573 ⁽¹⁾ | D |
| Common Stock | 01/30/2006 | | S | V | 35,000 D <u>2</u> | 25,573 ⁽¹⁾ | D |
| Common Stock | | | | | | 3,834.887 ⁽³⁾ | I By Savings Plan |

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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.

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(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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (right to buy) | \$ 20.349 | 01/30/2006 | | M | 15,000 | 10/04/2000 | 10/04/2009 | Common Stock | 15 |
| Employee Stock Option (right to buy) | \$ 15.5 | 01/30/2006 | | M | 20,000 | 10/07/2003 | 10/07/2012 | Common Stock | 20 |
| Employee Stock Option (right to buy) | \$ 27.75 | | | | | 10/06/2004 ⁽⁴⁾ | 10/06/2013 | Common Stock | 60 |
| Employee Stock Option (right to buy) | \$ 43.9 | | | | | 11/08/2005 ⁽⁴⁾ | 11/08/2014 | Common Stock | 60 |
| Employee Stock Option (right to buy) | \$ 56.36 | | | | | 11/07/2006 ⁽⁴⁾ | 11/07/2015 | Common Stock | 32 |
| Common Stock Share Equivalents | <u>(5)</u> | | | | | <u>(6)</u> | <u>(6)</u> | Common Stock | 43 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDERMOTT JOHN P 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | Senior Vice President | |

Signatures

| | |
|--|------------|
| K. A. Balistreri, Attorney-in-Fact for John P. McDermott | 01/31/2006 |
| **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) Includes 2,600 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale prices ranged from \$66.60 to \$66.90.
- (3) Includes shares represented by 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 1/25/2006.
- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.
Includes share equivalents represented by Company stock fund units acquired 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 1/25/2006.
- (5) 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.
- (6) 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. 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.