

MCDERMOTT JOHN P

Form 4

February 25, 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 *
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)

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

02/24/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)

Senior Vice President

777 EAST WISCONSIN
AVENUE, SUITE 1400

(Street)

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

MILWAUKEE, WI 53202

(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	02/24/2005		M		10,000	A	\$ 13.4	24,401	D
Common Stock	02/24/2005		S		9,500	D	\$ 60.2	14,901	D
Common Stock	02/24/2005		S		500	D	\$ 60.23	14,401	D
Common Stock	02/24/2005		M		1,812	A	\$ 11.6038	16,213	D
Common Stock	02/24/2005		M		3,188	A	\$ 13.4	19,401	D

Common
Stock3,724.8438
(1)

I

By
Savings
Plan

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

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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 Underlying Security (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount Number Shares
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock 6
Employee Stock Option (right to buy)	\$ 11.6038	02/24/2005		M	1,812	10/02/2001 10/02/2010	Common Stock 1
Employee Stock Option (right to buy)	\$ 13.4	02/24/2005		M	13,188	10/01/2002 10/01/2011	Common Stock 1
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽²⁾ 10/07/2012	Common Stock 4
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽²⁾ 10/06/2013	Common Stock 6

Employee Stock Option (right to buy)	\$ 43.9	11/08/2005 ⁽²⁾	11/08/2014	Common Stock	6
Common Stock Share Equivalents	⁽³⁾	⁽⁴⁾	⁽⁴⁾	Common Stock	37

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

02/25/2005

____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) 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.

(2) 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 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.

(4) 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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