

ROCKWELL AUTOMATION INC
 Form 4
 December 06, 2004

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 *
 NOSBUSCH KEITH D

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)
 12/03/2004

Director 10% Owner
 Officer (give title below) Other (specify below)
 President and CEO

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	12/03/2004		M		15,674	A	\$ 14.0147
							52,580.1837 (1)
Common Stock	12/03/2004		M		44,326	A	\$ 10.5866
							96,906.1837 (1)
Common Stock	12/03/2004		M		8,514	A	\$ 11.6038
							105,420.1837 (1)
Common Stock	12/03/2004		M		1,486	A	\$ 13.4
							106,906.1837 (1)
Common Stock	12/03/2004		S		60,000	D	(2) 46,906.1837 (1)

Common Stock	2,060.7252	I ⁽³⁾	By Savings Plan
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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 of Underlying Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (right to buy)	\$ 10.5866	12/03/2004		M	44,326	10/05/1999 10/05/2008	Common Stock	4	
Employee Stock Option (right to buy)	\$ 14.0147	12/03/2004		M	15,674	11/04/1999 11/04/2008	Common Stock	1	
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock	2	
Employee Stock Option (right to buy)	\$ 11.6038	12/03/2004		M	8,514	10/02/2001 10/02/2010	Common Stock		
Employee Stock Option (right to buy)	\$ 13.4	12/03/2004		M	1,486	10/01/2002 10/01/2011	Common Stock		

Employee Stock Option (right to buy)	\$ 15.5	10/07/2003 ⁽⁴⁾	10/07/2012	Common Stock	1
Employee Stock Option (right to buy)	\$ 27.75	10/06/2004 ⁽⁴⁾	10/06/2013	Common Stock	1
Employee Stock Option (right to buy)	\$ 30.8	02/05/2005 ⁽⁴⁾	02/05/2014	Common Stock	1
Employee Stock Option (right to buy)	\$ 43.9	11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	3
Common Stock Share Equivalents	<u>(5)</u>	<u>(6)</u>	<u>(6)</u>	Common Stock	2,6

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOSBUSCH KEITH D 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X		President and CEO	

Signatures

K. A. Balistreri, Attorney-in-Fact for Keith D. Nosbusch
 12/06/2004

**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) 10,000 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sales prices ranged from \$45.60 to \$45.97.
- (3) 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 11/01/2004.

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- (4) 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 11/01/2004. The number of share equivalents represented by the balance of a

- (5) 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.

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