

COHN JOHN D
Form 4
February 22, 2006

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 *
COHN JOHN D

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
X Officer (give title below) ____ Other (specify below)
Sr. Vice President

(Last) (First) (Middle)
777 EAST WISCONSIN
AVENUE, SUITE 1400

3. Date of Earliest Transaction
(Month/Day/Year)
02/21/2006

(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)
Common Stock	02/21/2006		M	3,200	(A) or (D) A \$ 15.5	18,342 ⁽¹⁾	D
Common Stock	02/21/2006		S	3,200	D \$ 70	15,142 ⁽¹⁾	D
Common Stock					8,349.704 ⁽²⁾	I	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
required to respond unless the form**

SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Share
Employee stock option (right to buy)	\$ 21.9479					06/01/2000	06/01/2009	Common Stock	10,000
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	12,000
Employee Stock Option (right to buy)	\$ 15.5	02/21/2006		M	3,200	10/07/2003	10/07/2012	Common Stock	3,200
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013	Common Stock	45,000
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾	11/08/2014	Common Stock	40,000
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 ⁽³⁾	11/07/2015	Common Stock	18,000
Common Stock Share Equivalents	⁽⁴⁾					⁽⁵⁾	⁽⁵⁾	Common Stock	547,000

Signatures

Date _____

Explanation of Responses: