

ROCKWELL AUTOMATION INC

Form 4

May 03, 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 *
MCCORMICK WILLIAM T JR/WI

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)

05/02/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

1201 SOUTH SECOND STREET, 7
F-19

(Street)

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

MILWAUKEE, WI 53204

(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	05/02/2006		M		3,000	A	\$ 16.05
					21,725	(1)	D
Common Stock	05/02/2006		S		3,000	D	\$ 73.2903
					18,725	(1)	D

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
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SEC 1474
(9-02)

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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 of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director stock option (right to buy)	\$ 16.05	05/02/2006		M	3,000	07/31/2002	07/31/2011	Common Stock	3,000
Director stock option (right to buy)	\$ 18.05					02/06/2003	02/06/2012	Common Stock	1,000
Director stock option (right to buy)	\$ 22.76					02/05/2004	02/05/2013	Common Stock	1,000
Director stock option (right to buy)	\$ 30.22					02/04/2005 ⁽²⁾	02/04/2014	Common Stock	1,500
Director stock option (right to buy)	\$ 58.54					02/02/2006 ⁽²⁾	02/02/2015	Common Stock	1,500
Director stock option (right to buy)	\$ 65.35					02/01/2007 ⁽²⁾	02/01/2016	Common Stock	1,500

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
MCCORMICK WILLIAM T JR/WI 1201 SOUTH SECOND STREET 7 F-19 MILWAUKEE, WI 53204	X

Signatures

K. A. Balistreri, Attorney-in-Fact for William T. McCormick, Jr.

05/03/2006

__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) 10,825 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

(2) The option vests in three substantially equal annual installments beginning on the date exercisable.

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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