ROCKWELL AUTOMATION INC
Form 4
May 10, 2006

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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
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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
RUFF ROBERT A

(Last) (First) (Middle)

1201 SOUTH SECOND STREET, E-7F19

(Street)

MILWAUKEE, WI 53204

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ROCKWELL AUTOMATION INC [ROK]

3. Date of Earliest Transaction (Month/Day/Year)
05/08/2006

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)
_____ Director
_____ 10% Owner
__X__ Officer (give title below)
_____ Other (specify below)
Senior Vice President

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	05/08/2006		M		11,800	A	$ 20.42	27,600 (1)	D	
Common Stock	05/08/2006		M		9,800	A	$ 27.75	37,400 (1)	D	
Common Stock	05/08/2006		S		20,000	D	$ 76.06	17,400 (1)	D	
Common Stock								4,629.0852	I	By Savings Plan (2)

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

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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 Amou Underlying Securi (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am Nur Sha
Employee Stock Option (right to buy)	$ 20.42	05/08/2006		M			11,800	12/04/2003	12/04/2012	Common Stock	1
Employee Stock Option (right to buy)	$ 27.75	05/08/2006		M			9,800	10/06/2004(3)	10/06/2013	Common Stock	9
Employee Stock Option (right to buy)	$ 43.9							11/08/2005(4)	11/08/2014	Common Stock	3
Employee Stock Option (right to buy)	$ 56.36							11/07/2006(4)	11/07/2015	Common Stock	1
Common Stock Share Equivalents	(5)							(6)	(6)	Common Stock	36

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other

RUFF ROBERT A
1201 SOUTH SECOND STREET
E-7F19
MILWAUKEE, WI 53204

Senior Vice President

Signatures

K. A. Balistreri, Attorney-in-Fact for Robert A. Ruff — 05/09/2006

**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) 6,400 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

(2) 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 5/1/2006.

(3) 15,666 shares are currently exercisable and 13,334 shares vest on 10/06/2006.

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

(5) Includes Company stock fund units credited 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 5/1/2006. 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.

(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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