

ROCKWELL AUTOMATION INC

Form 4

December 04, 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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
EISENBROWN STEVEN A

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)
1201 SOUTH SECOND STREET
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
11/30/2006

____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Sr. Vice President

MILWAUKEE, WI 53204

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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock					5,251.24	I	By Savings Plan ⁽¹⁾
Common Stock	11/30/2006		M	25,791 A	\$ 20.349 41,790	D	
Common Stock	11/30/2006		M	6,400 A	\$ 15.5 48,190	D	
Common Stock	11/30/2006		S	200 D	\$ 64.02 47,990	D	
Common Stock	11/30/2006		S	600 D	\$ 63.99 47,390	D	

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Common Stock	11/30/2006	S	400	D	\$ 63.98	46,990	D
Common Stock	11/30/2006	S	1,200	D	\$ 63.97	45,790	D
Common Stock	11/30/2006	S	100	D	\$ 63.96	45,690	D
Common Stock	11/30/2006	S	100	D	\$ 63.9	45,590	D
Common Stock	11/30/2006	S	400	D	\$ 63.88	45,190	D
Common Stock	11/30/2006	S	100	D	\$ 63.87	45,090	D
Common Stock	11/30/2006	S	2,300	D	\$ 63.85	42,790	D
Common Stock	11/30/2006	S	200	D	\$ 63.84	42,590	D
Common Stock	11/30/2006	S	400	D	\$ 63.83	42,190	D
Common Stock	11/30/2006	S	300	D	\$ 63.79	41,890	D
Common Stock	11/30/2006	S	500	D	\$ 63.78	41,390	D
Common Stock	11/30/2006	S	1,600	D	\$ 63.77	39,790	D
Common Stock	11/30/2006	S	500	D	\$ 63.76	39,290	D
Common Stock	11/30/2006	S	1,100	D	\$ 63.75	38,190	D
Common Stock	11/30/2006	S	200	D	\$ 63.74	37,990	D
Common Stock	11/30/2006	S	700	D	\$ 63.73	37,290	D
Common Stock	11/30/2006	S	3,400	D	\$ 63.72	33,890	D
Common Stock	11/30/2006	S	2,100	D	\$ 63.71	31,790	D
Common Stock	11/30/2006	S	500	D	\$ 63.7	31,290	D
Common Stock	11/30/2006	S	200	D	\$ 63.66	31,090	D
	11/30/2006	S	500	D	\$ 63.62	30,590	D

Common
Stock

Common Stock	11/30/2006	S	800	D	\$ 63.59	29,790	D
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Common Stock	11/30/2006	S	<u>2,489</u> (2)	D	\$ 63.64	27,301	D
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.349	11/30/2006		M		25,791		10/04/2000	10/04/2009	Common Stock	25,791
Employee Stock Option (Right to Buy)	\$ 15.5	11/30/2006		M		6,400		10/07/2003	10/07/2012	Common Stock	6,400

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
EISENBROWN STEVEN A 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr. Vice President	

Signatures

Karen A. Balistreri, Attorney-in-Fact for Steven A.
Eisenbrown

12/04/2006

__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) 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 10/31/2006.

(2) 3,400 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

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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