ROCKWELL AUTOMATION INC

Form 4

January 30, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005 Estimated average

OMB APPROVAL

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue.

burden hours per response... 0.5

See Instruction 1(b).

30(h) of the Investment Company Act of 1940

(Print or Type Responses)

(Last)

1. Name and Address of Reporting Person *

(First)

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

below)

HALL MARY JANE

Symbol

(Check all applicable)

ROCKWELL AUTOMATION INC [ROK]

(Middle)

Director 10% Owner _X__ Officer (give title Other (specify

777 EAST WISCONSIN

(Month/Day/Year) 01/27/2006

Sr. V. P., Human Resources

AVENUE, SUITE 1400

4. If Amendment, Date Original

3. Date of Earliest Transaction

6. Individual or Joint/Group Filing(Check

(Street)

Applicable Line) _X_ Form filed by One Reporting Person

Filed(Month/Day/Year)

Form filed by More than One Reporting

MILWAUKEE, WI 53202

(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. 4. Securities Transaction(A) or Disp Code (Instr. 3, 4 (Instr. 8)		sposed 4 and : (A) or	of (D) 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	01/27/2006		Code V $F_{\underline{(1)}}$	Amount 759	(D)	Price \$ 66.19	27,780 (2)	D			
Common Stock	01/27/2006		M	13,334	A	\$ 15.5	41,114 (2)	D			
Common Stock	01/27/2006		M	16,987	A	\$ 27.75	58,101 (2)	D			
Common Stock	01/27/2006		S	27,566	D	<u>(3)</u>	30,535 (2)	D			
Common Stock							1,762.03 (4)	I	By Savings		

Edgar Filing: ROCKWELL AUTOMATION INC - Form 4

Plan

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form 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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 Nun Sha
Employee Stock Option (right to buy)	\$ 15.5	01/27/2006		M	13,334	10/07/2003	10/07/2012	Common Stock	13
Employee Stock Option (right to buy)	\$ 27.75	01/27/2006		M	16,987	10/06/2004(5)	10/06/2013	Common Stock	16
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005(6)	11/08/2014	Common Stock	35
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 <u>(6)</u>	11/07/2015	Common Stock	18
Common Stock Share Equivalents	<u>(7)</u>					(8)	(8)	Common Stock	300

Edgar Filing: ROCKWELL AUTOMATION INC - Form 4

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

HALL MARY JANE 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202

Sr. V. P., Human Resources

Signatures

Karen A. Balistreri, Attorney-in-Fact for Mary Jane Hall

01/30/2006

**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) Payment of option exercise price by delivery of already owned shares of Common Stock.
- (2) 1,400 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (3) Sale prices ranged from \$ 66.50 to \$66.59.
- (4) 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 1/25/2006.
- (5) 13,334 shares become exercisable on 10/06/2006.
- (6) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - Includes share equivalents represented by Company stock fund units acquired 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 1/25/2006. The
- (7) 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.
- (8) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

Reporting Owners 3