

DAVIS DON H JR
Form 4
May 10, 2006

FORM 4

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

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).

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS DON H JR

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 STEET, E-7F19
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/09/2006

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

MILWAUKEE, WI 53204

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

(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 (Instr. 4)
				(A) or (D) Code V Amount Price			
Common Stock	05/09/2006		G	V 600 D \$ 0	82,013.1491 (1)	D	

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)

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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)	\$ 27.75					<u>(2)</u>	10/06/2010	Common Stock	116,667
Director stock option (right to buy)	\$ 58.54					02/02/2006 ⁽³⁾	02/02/2015	Common Stock	1,500
Director stock option (right to buy)	\$ 65.35					02/01/2007 ⁽³⁾	02/01/2016	Common Stock	1,500
Common Stock Share Equivalents	<u>(4)</u>					<u>(5)</u>	<u>(5)</u>	Common Stock	96,286

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS DON H JR 1201 SOUTH SECOND STEET E-7F19 MILWAUKEE, WI 53204	X			

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H. Davis, Jr. 05/10/2006

__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) 815 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

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- (2) The 116,667 shares become exercisable on 10/06/06.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.

Share equivalents represented by Company stock fund units acquired under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 5/1/2006. The number of share equivalents represented by the balance of a

- (4) 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.
- (5) 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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