

ROCKWELL AUTOMATION INC
Form 4
May 14, 2007

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 *
SWANN JOSEPH D

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)
01/31/2007

____ Director
____ Officer (give title below)
____ 10% Owner
____ 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 (Instr. 4)
Common Stock				(A) or (D)	39,970 ⁽¹⁾	D	
Common Stock				Code V Amount (D) Price	2,816.39	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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(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 of Number of Shares
Employee Stock Option (Right to Buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	83,600
Employee Stock Option (Right to Buy)	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013	Common Stock	87,600
Employee Stock Option (Right to Buy)	\$ 43.9					11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	79,267
Employee Stock Option (Right to Buy)	\$ 56.36					11/07/2006 ⁽⁵⁾	11/07/2015	Common Stock	36,300
Common Stock Share Equivalents	⁽⁶⁾					⁽⁷⁾	⁽⁸⁾	Common Stock	5,648.1
Employee Stock Option (Right to Buy)	\$ 60					12/06/2007	12/06/2016	Common Stock	100

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

Director 10% Owner Officer Other

SWANN JOSEPH D
1201 SOUTH SECOND STREET
MILWAUKEE, WI 53204

Sr. Vice President

Signatures

Karen A. Balistreri, Attorney-in-Fact for Joseph D.
Swann

05/14/2007

__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) This report is being filed to indicate that the reporting person is no longer subject to Section 16 as of 1/31/2007 and the reported holdings reflect his ownership as of that date.
- (2) Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 1/31/2007.
- (3) 57,600 shares are currently exercisable and 30,000 shares vest on 10/06/06.
- (4) 25,933 shares are currently exercisable, 26,666 shares vest on 11/08/06 and 26,667 shares vest on 11/08/07.
- (5) The option vests in three substantially equal annual installments beginning on the date exercisable.
- (6) Each unit is the economic equivalent of one share of Company common stock.
- (7) The share equivalents are payable in cash upon retirement or after termination of employment.
- (8) The share equivalents are payable in cash upon retirement or after termination of employment.
- (9) Includes share equivalents represented by Company stock fund units acquired under the Company Nonqualified Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 1/31/2007. 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.

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.