RUFF ROBERT A

Form 4 June 03, 2010

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB APPROVAL OMB

Number:

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January 31, 2005

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if no longer subject to Section 16. Form 4 or

Check this box

Form 5 obligations may continue. See Instruction

1 Name and Address of Departing D

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

1(b).

Stock

Stock

Common

06/03/2010

(Print or Type Responses)

RUFF ROBERT A			. Issuer Name and mbol OCKWELL AU OK]		Issuer (Check all applicable)			
(Last) 1201 SOUT	(First) (I	(Me	Date of Earliest To onth/Day/Year) /03/2010	ransaction		Director Officer (give below) Sr. V		Owner r (specify
MILWAUK	(Street) KEE, WI 53204		If Amendment, Da ed(Month/Day/Year	Ü		6. Individual or Jo Applicable Line) _X_ Form filed by C Form filed by M Person	one Reporting Per	rson
(City)	(State)	(Zip)	Table I - Non-I	Derivative Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Datany (Month/Day/Y	Code	4. Securities Acor(A) or Disposed (Instr. 3, 4 and 3) (A) or Amount (D)	d of (D)	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				,		6,373.1592	I	By Savings

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

S

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31,494

 $D^{(4)}$

Plan (1)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Title	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	onNumber	Expiration D	ate	Amoun	t of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Underly	ying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securit	ies	(Instr. 5)	Bene
	Derivative				Securities			(Instr. 3	3 and 4)		Own
	Security				Acquired						Follo
	•				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									A manuat		
									Amount		
						Date	Expiration		Or Number		
						Exercisable	Date	Title Number of			
				C + V	(A) (D)						
				Code V	(A) (D)				Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Officer Other Director 10% Owner

RUFF ROBERT A 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204

Sr. Vice President

Signatures

Karen A. Balistreri, Attorney-in-Fact for Robert A. Ruff

06/03/2010

**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).
- Includes shares represented by Company stock fund units acquired under the Company Savings Plan based on information furnished by the Plan Administrator as of 3/31/2010.
- (2) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted shares that vested on 6/02/2010.
- Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$54.0025 to \$54.004. The reporting person
- (3) undertakes to provide to the Company, any shareowner of the Company, or the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
- (4) 9,200 shares are held by 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. 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.

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