

EISENBROWN STEVEN A
Form 4
November 29, 2012

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 *
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)
11/28/2012

____ 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)
 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 Indirect Beneficial Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|------------------|
| | | | Code | V | Amount | (A) or (D) | Price | |
| Common Stock | 11/28/2012 | | M | | 22,067 | A | \$ 29.37 37,588 | D |
| Common Stock | 11/28/2012 | | M | | 16,133 | A | \$ 46.16 53,721 | D |
| Common Stock | 11/28/2012 | | M | | 12,766 | A | \$ 69.57 66,487 | D |
| Common Stock | 11/28/2012 | | S | | 50,500 ⁽¹⁾ | D | \$ 78.9205 15,987 | D ⁽²⁾ |
| Common Stock | 11/28/2012 | | I | | 6,772.1519 | D | \$ 79 41.1275 | I |

By Savings Plan ⁽³⁾

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

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(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 Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|------------|--|-----------------|---|
| | | | | | (A) | (D) | Date Exercisable | Expiration Date | |
| Employee Stock Option (Right to Buy) | \$ 29.37 | 11/28/2012 | | M | | 22,067 | 12/03/2009 | 12/03/2018 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 46.16 | 11/28/2012 | | M | | 16,133 | 12/09/2010 | 12/09/2019 | Common Stock |
| Employee Stock Option (Right to Buy) | \$ 69.57 | 11/28/2012 | | M | | 12,766 | 12/07/2011 | 12/07/2020 | Common Stock |
| Common Stock Share Equivalents | \$ 79 | 11/28/2012 | | I | | 2,734.1772 | <u>(4)</u> | <u>(5)</u> | Common Stock |

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

11/29/2012

__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).
Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$78.70 to \$79.09. The reporting person
- (1) undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
 - (2) 6,930 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
 - (3) 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 11/28/2012.
 - (4) The share equivalents are payable in cash upon retirement or after termination of employment.
 - (5) The share equivalents are payable in cash upon retirement or after termination of employment.
 - (6) 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 11/28/2012.

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.