

ROCKWELL AUTOMATION INC  
 Form 4  
 February 03, 2014

**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 \*  
**CRANDALL THEODORE 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)  
**01/31/2014**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Sr.VP and CFO**

**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  | (D)  | Price   |
| Common Stock                    |                                      |  |                                |   | 3,711.97  | I  | By Savings Plan <sup>(1)</sup>                        |
| Common Stock                    | 01/31/2014                           |  | M                              |   | 31,246  | A  | \$ 46.16 116,836.6663                                 |
| Common Stock                    | 01/31/2014                           |  | S                              |   | 3,955 <sup>(2)</sup> <sup>(3)</sup>   | D  | \$ 113.733 112,881.6663                               |
| Common Stock                    | 01/31/2014                           |  | S                              |   | 26,791 <sup>(3)</sup> <sup>(4)</sup>  | D  | \$ 114.9541 86,090.6663                               |
| Common Stock                    | 01/31/2014                           |  | S                              |   | 500 <sup>(5)</sup> <sup>(3)</sup>   | D  | \$ 115.306 85,590.6663                                |

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|              |            |  |   |  |   |            |             |                  |
|--------------|------------|--|---|--|---|------------|-------------|------------------|
| Common Stock | 02/03/2014 |  | M | 200                                      | A | \$ 46.16   | 200         | D                |
| Common Stock | 02/03/2014 |  | S | <u>200</u> <sup>(6)</sup> <sub>(7)</sub> | D | \$ 115.025 | 85,390.6663 | D <sup>(8)</sup> |

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.** SEC 1474 (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 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)       | \$ 46.16   | 01/31/2014                           |  | M                              | 31,246  | 12/09/2010   | 12/09/2019  | Common Stock | 31,246                     |
| Employee Stock Option (Right to Buy)       | \$ 46.16   | 02/03/2014                           |  | M                              | 200   | 12/09/2010   | 12/09/2019  | Common Stock | 200                        |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |               |       |
|--|---------------|-----------|---------------|-------|
|  | Director      | 10% Owner | Officer       | Other |
| CRANDALL THEODORE D<br>1201 SOUTH SECOND STREET<br>MILWAUKEE, WI 53204 |               |           | Sr.VP and CFO |       |

## Signatures

Karen A. Balistreri, Attorney-in-fact for Theodore D.  
Crandall

02/03/2014

\_\_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 since the date last reported for this person based on information furnished by the Plan Administrator as of 12/31/2013. The number of stock fund units represented by the  
(1) balance of the participant's Company stock fund account may not exactly equal the number of stock fund units represented by a prior balance due to variance in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the Plan.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$113.23 to \$114.23. The reporting person  
(2) 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.

(3) Shares exercised and sold pursuant to a Rule 10b5-1 trading plan entered into on 11/21/13.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$114.26 to \$115.23. The reporting person  
(4) 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.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$115.24 to \$115.36. The reporting person  
(5) 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.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$115.00 to \$115.05. The reporting person  
(6) 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.

(7) Shares exercised and sold pursuant to a Rule 10b5-1 trading plan entered into on 11/21/13.

(8) Includes 4,980 shares held by the 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.

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