

MCDERMOTT JOHN P
Form 4
January 31, 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 *
MCDERMOTT JOHN P

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)

777 EAST WISCONSIN AVENUE, SUITE 1400

(Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/30/2006

____ Director
 Officer (give title below) _____ 10% Owner
_____ Other (specify below)
Senior Vice President

MILWAUKEE, WI 53202

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	01/30/2006		M	15,000 A \$ 20.349	40,573 ⁽¹⁾	D	
Common Stock	01/30/2006		M	20,000 A \$ 15.5	60,573 ⁽¹⁾	D	
Common Stock	01/30/2006		S	35,000 D <u>2</u>	25,573 ⁽¹⁾	D	
Common Stock					3,834.887 ⁽³⁾	I	By Savings Plan

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Employee Stock Option (right to buy)	\$ 20.349	01/30/2006		M	15,000	10/04/2000	10/04/2009	Common Stock	15
Employee Stock Option (right to buy)	\$ 15.5	01/30/2006		M	20,000	10/07/2003	10/07/2012	Common Stock	20
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁴⁾	10/06/2013	Common Stock	60
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	60
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 ⁽⁴⁾	11/07/2015	Common Stock	32
Common Stock Share Equivalents	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	43

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MCDERMOTT JOHN P 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202			Senior Vice President	

Signatures

K. A. Balistreri, Attorney-in-Fact for John P. McDermott	01/31/2006
**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) Includes 2,600 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale prices ranged from \$66.60 to \$66.90.
- (3) Includes shares represented by Company stock fund units acquired under the Company's Savings Plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 1/25/2006.
- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.
Includes share equivalents represented by Company stock fund units acquired under the Company's Nonqualified Savings Plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 1/25/2006.
- (5) number of share equivalents represented by the balance of a 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.
- (6) 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. 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.