

DAVIS DON H JR
Form 4
June 15, 2006

FORM 4

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

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS DON H JR

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
STEET, E-7F19

3. Date of Earliest Transaction
(Month/Day/Year)
06/13/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

(Street)
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 Ownership (Instr. 4)
Common Stock			Code V	Amount (D) Price	82,013.1491 (1)	D	

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

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information contained in this form are not
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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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 Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee stock option (right to buy)	\$ 27.75					<u>(2)</u>	10/06/2010	Common Stock	116,6
Director stock option (right to buy)	\$ 58.54					02/02/2006 <u>(3)</u>	02/02/2015	Common Stock	1,50
Director stock option (right to buy)	\$ 65.35					02/01/2007 <u>(3)</u>	02/01/2016	Common Stock	1,50
Common Stock Share Equivalents	<u>(4)</u>	06/13/2006	06/14/2006	J <u>(4)</u>	96.8	06/13/2006	06/13/2006	Common Stock	96.

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
DAVIS DON H JR 1201 SOUTH SECOND STEET E-7F19 MILWAUKEE, WI 53204	X

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H.
Davis, Jr. 06/15/2006

 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) 815 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

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- (2) The 116,667 shares become exercisable on 10/06/06.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
- (4) The reporting person's share equivalents, represented by Company stock fund units, were distributed in cash from the Company's non-qualified savings plan in connection with retirement in a transaction exempt under Rule 16b-3(c).

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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