COHN JOHN D

Form 4

November 10, 2004

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

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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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * COHN JOHN 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) 777 EAST WI AVENUE, SU		(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 11/09/2004	Director 10% OwnerX Officer (give title Other (specify below) Sr. Vice President		
(Street) MILWAUKEE, WI 53202			4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State) (Zip) Table	e I - Non-D	erivative S	Securi	ties Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)				5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common	11/09/2004		Code V	Amount 10,000	(A) or (D)	Price \$	Reported Transaction(s) (Instr. 3 and 4)	D	
Stock Common Stock	11/09/2004		S	10,000	D	13.4 (1)	6,342	D	
Common Stock							8,187.636	I (2)	Savings Plan

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

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 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (e.g., puts, calls, warrants, options, convertible securities) \end{tabular}$

1. Title of Derivative Security (Instr. 3)	2. Conversion or Exercise Price of Derivative Security	3. Transaction Date (Month/Day/Year)	e 3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transacti Code (Instr. 8)	Secu Secu Acqu or D	urities quired (A) Disposed of etr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amou Underlying Securi (Instr. 3 and 4)	
				Code V	' (A)	(D)	Date Exercisable	Expiration Date	Title	Am Nun Sha
Employee stock option (right to buy)	\$ 21.9479						06/01/2000	06/01/2009	Common Stock	1
Employee stock option (right to buy)	\$ 20.349						10/04/2000	10/04/2009	Common Stock	2:
Employee Stock Option (right to buy)	\$ 13.4	11/09/2004		M		10,000	10/01/2002	10/01/2011	Common Stock	10
Employee Stock Option (right to buy)	\$ 15.5						10/07/2003(3)	10/07/2012	Common Stock	30
Employee Stock Option (right to buy)	\$ 27.75						10/06/2004 <u>(4)</u>	10/06/2013	Common Stock	4:
Employee Stock Option (right to buy)	\$ 43.9						11/08/2005 <u>(4)</u>	11/08/2014	Common Stock	40
Common Stock Share Equivalents	<u>(5)</u>						<u>(6)</u>	<u>(6)</u>	Common Stock	48:

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

Date

Sr. Vice President

COHN JOHN D

777 EAST WISCONSIN AVENUE

SUITE 1400

MILWAUKEE, WI 53202

Signatures

K. A. Balistreri, Attorney-in-Fact for John D.
Cohn
11/10/2004

**Signature of Reporting Person

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) Sale price ranged from \$43.66 to \$43.88.
- (2) Shares represented by Company stock fund units under the Company's Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 11/01/2004.
- (3) 16,133 shares are currently exercisable and 14,001 shares vest on 10/07/2005.
- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.
 - Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 11/01/2004. The number of share equivalents represented by the balance of a
- (5) 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 Pan.
- (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.

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