

CRANDALL THEODORE D
Form 4
February 07, 2005

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
Number: 3235-0287
Expires: January 31,
2005
Estimated average
burden hours per
response... 0.5

(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)
777 EAST WISCONSIN
AVENUE, SUITE 1400
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
02/04/2005

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) 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)
__X__ 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	02/04/2005		M		2,298	A	\$ 10.5866	13,933.6663 D
Common Stock	02/04/2005		M		9,590	A	\$ 11.6038	23,523.6663 D
Common Stock	02/04/2005		M		5,112	A	\$ 13.4	28,635.6663 D
Common Stock	02/04/2005		S		10,000	D	<u>11</u>	18,635.6663 D
Common Stock							2,475.0433	I By Savings

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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Employee Stock Option (right to buy)	\$ 10.5866	02/04/2005		M	2,298	10/05/1999	10/05/2008	Common Stock	2,298
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	65,000
Employee Stock Option (right to buy)	\$ 11.6038	02/04/2005		M	9,590	10/02/2001	10/02/2010	Common Stock	9,590
Employee Stock Option (right to buy)	\$ 13.4	02/04/2005		M	5,112	10/01/2002	10/01/2011	Common Stock	5,112
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽³⁾	10/07/2012	Common Stock	42,000
	\$ 27.75					10/06/2004 ⁽³⁾	10/06/2013		55,000

Employee Stock Option (right to buy)				Common Stock	
Employee Stock Option (right to buy)	\$ 43.9	11/08/2005 ⁽³⁾	11/08/2014	Common Stock	70.
Common Stock Share Equivalents	<u>(4)</u>	<u>(5)</u>	<u>(5)</u>	Common Stock	607.

Reporting Owners

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

Signatures

K. A. Balistreri, Attorney-in-Fact for Theodore D.
Crandall

02/07/2005

 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) Sale prices ranged from \$59.64 to \$59.72.

(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 2/1/2005.

(3) 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 which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 2/1/2005. The number of share

(4) 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.

(5) 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.