

ROCKWELL AUTOMATION INC
Form 4
May 03, 2006

FORM 4

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

OMB APPROVAL

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

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 *
ROHR DRALLE RONDI

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 SOUTN SECOND STREET, 7F19
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/03/2006

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Vice President

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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	05/03/2006		M	13,158 A \$ 11.6038	19,886 ⁽¹⁾	D	
Common Stock	05/03/2006		S	13,158 D <u>(2)</u>	6,728 ⁽¹⁾	D	
Common Stock					1,819.6943	I ⁽³⁾	Savings Plan

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

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SEC 1474 (9-02)

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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 11.6038	05/03/2006		M	13,158	10/02/2001 10/02/2010	Common Stock	13,158
Employee Stock Option (right to buy)	\$ 13.4					10/01/2002 10/01/2011	Common Stock	4,600
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 10/07/2012	Common Stock	13,158
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁴⁾ 10/06/2013	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾ 11/08/2014	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 ⁽⁴⁾ 11/07/2015	Common Stock	7,300
	<u>(5)</u>					<u>(6)</u> <u>(6)</u>		5,400

Common
stock share
equivalents

Common
Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ROHR DRALLE RONDI 1201 SOUTN SECOND STREET 7F19 MILWAUKEE, WI 53204			Vice President	

Signatures

K. A. Balistreri, Attorney-in-Fact for Rondi
Rohr-Dralle

05/03/2006

__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) 600 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sale prices ranged from \$75.09 to \$75.15

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 5/1/2006. The 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.

- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.

Includes shares represented by Company stock fund units under the Company's Savings Plan, since the date of the reporting person's last ownership report, which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 5/1/2006.

- (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.

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