

CRANDALL THEODORE D
Form 4
February 08, 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 *
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)
 Director 10% Owner
 Officer (give title below) Other (specify below)
Senior Vice President

(Last) (First) (Middle)
777 EAST WISCONSIN AVENUE, SUITE 1400
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/07/2006

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/07/2006		M		4,902 A \$ 20.349	D	
Common Stock	02/07/2006		M		3,812 A \$ 11.6038	D	
Common Stock	02/07/2006		M		13,088 A \$ 13.4	D	
Common Stock	02/07/2006		S		13,088 D \$ 67.45	D	
Common Stock					2,586.728	I	By Savings

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 Number of Shares
Employee Stock Option (right to buy)	\$ 20.349	02/07/2006		M	4,902	10/04/2000 10/04/2009	Common Stock	4	
Employee Stock Option (right to buy)	\$ 11.6038	02/07/2006		M	3,812	10/02/2001 10/02/2010	Common Stock	3	
Employee Stock Option (right to buy)	\$ 13.4	02/07/2006		M	13,088	10/01/2002 10/01/2011	Common Stock	13	
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 10/07/2012	Common Stock	42	
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽³⁾ 10/06/2013	Common Stock	55	
Employee Stock	\$ 43.9					11/08/2005 ⁽³⁾ 11/08/2014	Common Stock	70	

Option
(right to
buy)

Employee
Stock

Option \$ 56.36
(right to
buy)

11/07/2006⁽³⁾ 11/07/2015

Common
Stock 36

Common
Stock Share ⁽⁴⁾
Equivalents

(5) (5)

Common
Stock 69

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 02/08/2006

 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) 2,800 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

(2) 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.

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

(4) 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. 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.

(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.