

MCDERMOTT JOHN P

Form 4

November 24, 2004

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
MCDERMOTT JOHN P

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)
11/24/2004

____ Director ____ 10% Owner
X Officer (give title below) ____ Other (specify below)
Senior Vice President

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

MILWAUKEE, WI 53202

(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 | 11/24/2004 | | G | | 224 | D | \$ 0 8,401 |
| Common Stock | 11/24/2004 | | M | | 7,600 | A | \$ 13.4 16,001 |
| Common Stock | 11/24/2004 | | S | | 7,600 | D | 1 8,401 |
| Common Stock | | | | | | | 3,723.9172 |

By
Savings
Plan ⁽²⁾

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

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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)

| 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 Share |
| Employee Stock Option (right to buy) | \$ 20.349 | | | | | 10/04/2000 10/04/2009 | Common Stock 63, |
| Employee Stock Option (right to buy) | \$ 11.6038 | | | | | 10/02/2001 10/02/2010 | Common Stock 7, |
| Employee Stock Option (right to buy) | \$ 13.4 | 11/24/2004 | | M | 7,600 | 10/01/2002 10/01/2011 | Common Stock 7, |
| Employee Stock Option (right to buy) | \$ 15.5 | | | | | 10/07/2003 ⁽³⁾ 10/07/2012 | Common Stock 45, |
| Employee Stock Option (right to buy) | \$ 27.75 | | | | | 10/06/2004 ⁽³⁾ 10/06/2013 | Common Stock 60, |
| Employee Stock Option | \$ 43.9 | | | | | 11/08/2005 ⁽³⁾ 11/08/2014 | Common Stock 60, |

(right to
buy)

Common
Stock Share (4)
Equivalents

(5)

(5)

Common Stock 349

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDERMOTT JOHN P 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | Senior Vice President | |

Signatures

K. A. Balistreri, Attorney-in-Fact for John P.
McDermott

11/24/2004

__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 price ranged for \$46.08 to \$46.16.

(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) 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 11/01/2004. 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.

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