

RUFF ROBERT A
Form 4
February 01, 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
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(Print or Type Responses)

1. Name and Address of Reporting Person *
RUFF ROBERT A

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)
01/28/2005

____ 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 Ownership (Instr. 4)	
			Code	V	Amount	(A) or (D)	Price	
Common Stock	01/28/2005		M		300	A	\$ 27.75	7,800 D
Common Stock	01/28/2005		M		13,158	A	\$ 20.349	20,958 D
Common Stock	01/28/2005		M		1,600	A	\$ 20.42	22,558 D
Common Stock	11/16/2004		S		13,158	D	11	9,400 D
Common Stock								4,199.532 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 Underlying Security (Instr. 3 and 4)	Amount or Number of S
Employee Stock Option (right to buy)	\$ 20.349	01/28/2005		M	13,158	10/04/2000 10/04/2009	Common Stock	13.
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽³⁾ 10/07/2012	Common Stock	10.
Employee Stock Option (right to buy)	\$ 20.42	01/28/2005		M	1,600	12/04/2003 ⁽⁴⁾ 12/04/2012	Common Stock	1,
Employee Stock Option (right to buy)	\$ 27.75	01/28/2005		M	300	10/06/2004 ⁽⁵⁾ 10/06/2013	Common Stock	3
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽³⁾ 11/08/2014	Common Stock	35.
	⁽⁶⁾					⁽⁷⁾ ⁽⁷⁾		31

Common
Stock Share
Equivalents

Common
Stock

Reporting Owners

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

Signatures

K. A. Balistreri, Attorney-in-Fact for Robert A.
Ruff

01/31/2005

__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 \$56.72 to \$56.79.
- (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 12/31/2004.
- (3) The option vests in three substantially equal annual installments beginning on the date exercisable.
- (4) 6,800 shares are currently exercisable and 5,000 shares vest 12/04/2005.
- (5) 12,133 shares are currently exercisable, 13,333 shares vest on 10/06/05 and 13,334 shares vest on 10/06/06.

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 12/31/2004. The number of share

- (6) 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.
- (7) 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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