

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
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(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 below) ____ Other (specify 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.

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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)	
				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 \$ 43.9
(right to
buy)

11/08/2005⁽³⁾ 11/08/2014

Common
Stock 70.

Common
Stock Share (4)
Equivalents

(5) (5)

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.

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