

MCDERMOTT JOHN P
 Form 4
 February 25, 2005

FORM 4

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

OMB APPROVAL

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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 *
 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)
 02/24/2005

____ Director
 Officer (give title below)
 ____ 10% Owner
 ____ 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)
 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	02/24/2005		M			10,000	A	\$ 13.4	24,401	D	
Common Stock	02/24/2005		S			9,500	D	\$ 60.2	14,901	D	
Common Stock	02/24/2005		S			500	D	\$ 60.23	14,401	D	
Common Stock	02/24/2005		M			1,812	A	\$ 11.6038	16,213	D	
Common Stock	02/24/2005		M			3,188	A	\$ 13.4	19,401	D	

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Common Stock	3,724.8438 <u>(1)</u>	I	By Savings Plan
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Shares
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	6
Employee Stock Option (right to buy)	\$ 11.6038	02/24/2005		M	1,812	10/02/2001	10/02/2010	Common Stock	1
Employee Stock Option (right to buy)	\$ 13.4	02/24/2005		M	13,188	10/01/2002	10/01/2011	Common Stock	1
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽²⁾	10/07/2012	Common Stock	4
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽²⁾	10/06/2013	Common Stock	6

