

DAVIS DON H JR
Form 4
November 24, 2004

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
DAVIS DON H JR

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)
11/23/2004

Director 10% Owner
 Officer (give title below) Other (specify below)

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 11/23/2004 | | M | V | 34,200 A \$ 13.4 | 131,999 ⁽¹⁾ | D |
| Common Stock | 11/23/2004 | | S | | 34,200 D ⁽²⁾ | 97,799 ⁽¹⁾ | D ⁽³⁾ |
| Common Stock | 11/23/2004 | | M | | 9,000 A \$ 13.4 | 9,000 | I |
| Common Stock | 11/23/2004 | | S | | 9,000 D \$ 0 | 0 | I ⁽³⁾ |

By Davis Family Limited Partnership ⁽⁴⁾

By Davis

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| | | |
|--------------|-------------------|-----------------------------------|
| Stock | 45.5 | Family Limited Partnership (4) |
| Common Stock | 14,330.1429 I (5) | By Savings Plan |

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 of Underlying Security (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------|------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Am Nun Sha |
| Employee stock option (right to buy) | \$ 20.349 | | | | | 10/04/2000 | 10/04/2009 | Common Stock | 1 |
| Employee stock option (right to buy) | \$ 20.349 | | | | | 10/04/2000 | 10/04/2009 | Common Stock | |
| Employee stock option (right to buy) | \$ 13.4 | 11/23/2004 | | M | 34,200 | 10/01/2002 | 10/01/2011 | Common Stock | |
| Employee stock option (right to buy) | \$ 13.4 | 11/23/2004 | | M | 9,000 | 10/01/2002 | 10/01/2011 | Common Stock | |
| Employee stock option (right to buy) | \$ 15.5 | | | | | 10/07/2003(6) | 10/07/2012 | Common Stock | 2 |

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