

ROCKWELL AUTOMATION INC

Form 8-K

April 08, 2005

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**
Washington, DC 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): April 7, 2005 (April 6, 2005)

Rockwell Automation, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware

(State or Other Jurisdiction
of Incorporation)

1-12383

(Commission
File Number)

25-1797617

(I.R.S. Employer
Identification No.)

**777 East Wisconsin Avenue, Suite 1400
Milwaukee, Wisconsin 53202**

(Address of Principal Executive Offices) (Zip Code)

(414) 212-5299

(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01. Entry into a Material Definitive Agreement.

On April 6, 2005, the Board of Directors of Rockwell Automation, Inc. (the Company) approved amendments to certain Restricted Stock Agreements between the Company and each of Betty C. Alewine, William T. McCormick, Jr., Bruce M. Rockwell, and Joseph F. Toot, Jr., directors of the Company. A description of the amendments is filed herewith as Exhibit 10.1 and is incorporated herein by reference.

Item 8.01. Other Events.

On April 6, 2005, the Board of Directors of the Company approved amendments to the Company s 2000 Long-Term Incentives Plan, as amended (the Plan), to delete the provisions of the Plan authorizing the grant of stock purchase awards. Accordingly, the Plan no longer provides for the purchase of shares of common stock of the Company with loans from the Company. A copy of the Memorandum of Amendments is filed herewith as Exhibit 10.2 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(c) Exhibit

- 10.1 Description of amendments to certain Restricted Stock Agreements between the Company and each of Betty C. Alewine, William T. McCormick, Jr., Bruce M. Rockwell, and Joseph F. Toot, Jr.
- 10.2 Memorandum of Amendments to the Rockwell Automation, Inc. 2000 Long-Term Incentives Plan, as amended.

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROCKWELL AUTOMATION, INC.
(Registrant)

By /s/ Douglas M. Hagerman

Douglas M. Hagerman
Senior Vice President, General Counsel
and Secretary

Date: April 7, 2005

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SIGNATURE

EXHIBIT INDEX

<u>Exhibit Number</u>	<u>Description</u>
10.1	Description of amendments to certain Restricted Stock Agreements between the Company and each of Betty C. Alewine, William T. McCormick, Jr., Bruce M. Rockwell, and Joseph F. Toot, Jr.
10.2	Memorandum of Amendments to the Rockwell Automation, Inc. 2000 Long-Term Incentives Plan, as amended.

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