

DAVIS DON H JR
Form 4
November 24, 2004

FORM 4

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

OMB APPROVAL

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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

(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)
11/24/2004

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/24/2004		M		64,200 A \$ 13.4	161,999 ⁽¹⁾	D
Common Stock	11/24/2004		M		85,800 A \$ 15.5	247,799 ⁽¹⁾	D
Common Stock	11/24/2004		S		50,000 D \$ 46.25	197,799 ⁽¹⁾	D ⁽²⁾
Common Stock	11/24/2004		S		50,000 D \$ 46	147,799 ⁽¹⁾	D ⁽²⁾
Common Stock	11/24/2004		S		50,000 D ⁽³⁾	97,799 ⁽¹⁾	D ⁽²⁾

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Common Stock	11/24/2004		M	25,000	A	\$ 13.4	25,000	I	By Davis Family Limited Partnership ⁽⁴⁾
Common Stock	11/24/2004		S	25,000	D	\$ 45.75	0	I ⁽²⁾	By Davis 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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(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 Nur Sha
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	
Employee stock option (right to buy)	\$ 20.349					10/04/2000	10/04/2009	Common Stock	
Employee stock option (right to buy)	\$ 13.4	11/24/2004		M	64,200	10/01/2002	10/01/2011	Common Stock	
Employee stock option (right to buy)	\$ 13.4	11/24/2004		M	25,000	10/01/2002	10/01/2011	Common Stock	

buy)

Employee stock option (right to buy)	\$ 15.5	11/24/2004	M	85,800	10/07/2003 ⁽⁶⁾	10/07/2012	Common Stock
Employee stock option (right to buy)	\$ 15.5				10/07/2003	10/07/2012	Common Stock
Employee stock option (right to buy)	\$ 27.75				10/06/2004 ⁽⁷⁾	10/06/2013	Common Stock
Common Stock Share Equivalents	(8)				(9)	(9)	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DAVIS DON H JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X			

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H. Davis, Jr. 11/24/2004

**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) 39,458 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sales were effected pursuant to a Rule 10b5-1 trading plan established for estate planning and diversification purposes.
- (3) Sale prices ranged from \$45.75 to \$45.77.
- (4) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (5) 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 11/01/2004.
- (6) 32,999 shares are currently exercisable and 116,668 shares become exercisable on 10/07/05.
- (7) The option vests in three substantially equal annual installments beginning on the date exercisable.

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Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 11/01/2004. The number of share equivalents represented by the balance of a

- (8) 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.

- (9) 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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