

MCDERMOTT JOHN P
 Form 4
 February 01, 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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
 Senior Vice President

(Last) (First) (Middle)
 777 EAST WISCONSIN AVENUE, SUITE 1400
 (Street)
 MILWAUKEE, WI 53202
 (City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
 01/31/2005
 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

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 | 01/31/2005 | | M | | | 20,000 | A | \$ 13.4 | 28,401 | D | |
| Common Stock | 01/31/2005 | | S | | | 20,000 | D | 11 | 8,401 | D | |
| Common Stock | 01/31/2005 | | M | | | 6,000 | A | \$ 11.6038 | 14,401 | D | |
| Common Stock | | | | | | | | | 3,717.1495 | I | By Savings Plan ⁽²⁾ |

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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 | Amount |
| Employee Stock Option (right to buy) | \$ 20.349 | | | | | 10/04/2000 | 10/04/2009 | Common Stock | 60 |
| Employee Stock Option (right to buy) | \$ 11.6038 | 01/31/2005 | | M | 6,000 | 10/02/2001 | 10/02/2010 | Common Stock | 60 |
| Employee Stock Option (right to buy) | \$ 13.4 | 01/31/2005 | | M | 20,000 | 10/01/2002 | 10/01/2011 | Common Stock | 20 |
| Employee Stock Option (right to buy) | \$ 15.5 | | | | | 10/07/2003 ⁽³⁾ | 10/07/2012 | Common Stock | 40 |
| Employee Stock Option (right to buy) | \$ 27.75 | | | | | 10/06/2004 ⁽³⁾ | 10/06/2013 | Common Stock | 60 |
| Employee Stock Option (right to buy) | \$ 43.9 | | | | | 11/08/2005 ⁽³⁾ | 11/08/2014 | Common Stock | 60 |

buy)

Common
Stock Share
Equivalents

(4)

(5)

(5)

Common
Stock 37

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-----------------------|-------|
| | Director | 10% Owner | Officer | Other |
| MCDERMOTT JOHN P 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | Senior Vice President | |

Signatures

K. A. Balistreri, Attorney-in-Fact for John P.
McDermott

02/01/2005

**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) Sales prices ranged for \$56.70 to \$56.84.

(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 12/31/2004.

(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 12/31/2004. The number of share 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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