

GELLY JAMES V
Form 4
November 08, 2005

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 *
GELLY JAMES V

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)
Sr. V. President and CFO

(Last) (First) (Middle)

777 EAST WISCONSIN AVENUE, SUITE 1400

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

3. Date of Earliest Transaction (Month/Day/Year)
11/07/2005

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)
				(A) or (D)	Price		
Common Stock	11/07/2005		A	3,400	A	10,424.5012	D ⁽²⁾
Common Stock						226.2481	I By Savings Plan ⁽³⁾

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

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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 Am Nur Sha
Employee Stock Option (right to buy)	\$ 34.24					01/05/2005 ⁽⁴⁾ 01/05/2014	Common Stock 7
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾ 11/08/2014	Common Stock 8
Employee Stock Option (right to buy)	\$ 56.36	11/07/2005		A	43,600	11/07/2006 ⁽⁴⁾ 11/07/2015	Common Stock 4
Common Stock Share Equivalents	⁽⁵⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 10

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
GELLY JAMES V 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	Sr. V. President and CFO

Signatures

Karen A. Balistreri, Attorney-in-Fact for James V. Gelly
 11/08/2005
 **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) Restricted stock award under the Company's 2000 Long-Term Incentives Plan, as amended.

(2) 8,400 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

(3) Includes shares represented by Company stock fund units acquired under the Company's Savings Plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 10/31/2005.

(4) The option vests in three substantially equal annual installments beginning on the date exercisable.

Includes share equivalents represented by Company stock fund units acquired under the Company's Nonqualified Savings Plan since the date of the reporting person's last ownership report, based on information furnished by the Plan Administrator as of 10/31/2005. The

(5) 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.

(6) 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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