

ROCKWELL AUTOMATION INC
 Form 4
 May 09, 2006

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)

(Last) (First) (Middle)

3. Date of Earliest Transaction (Month/Day/Year)
 05/08/2006

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 Senior Vice President

1201 SOUTH SECOND STREET, E-7F19

(Street)

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

MILWAUKEE, WI 53204

(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 (A) or (D) Price			
Common Stock	05/08/2006		M	22,669 A \$ 20.349	48,242 ⁽¹⁾	D	
Common Stock	05/08/2006		M	5,000 A \$ 15.5	53,242 ⁽¹⁾	D	
Common Stock	05/08/2006		S	22,669 D <u>2</u>	30,573 ⁽¹⁾	D	
Common Stock					3,874.5837 ⁽³⁾	I	By Savings Plan

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

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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)	Amount of Underlying Securities (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount of Underlying Securities (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 20.349	05/08/2006		M	22,669	10/04/2000	10/04/2009	Common Stock	22,669
Employee Stock Option (right to buy)	\$ 15.5	05/08/2006		M	5,000	10/07/2003	10/07/2012	Common Stock	5,000
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁴⁾	10/06/2013	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 ⁽⁴⁾	11/07/2015	Common Stock	3,000
Common Stock Share Equivalents	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	43,000

