

DAVIS DON H JR  
Form 4  
February 02, 2005

**FORM 4**

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

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

**OMB APPROVAL**

OMB  
Number: 3235-0287  
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2005  
Estimated average  
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(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)  
02/01/2005

☒ 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	(A) or (D)	Price			
Common Stock	02/01/2005		M		133,334	A	\$ 20.349	231,133	D	
Common Stock	02/01/2005		S		133,334	D	11	97,799	D	
Common Stock	02/01/2005		M		4,266	A	\$ 15.5	102,065	D	
Common Stock	02/01/2005		M		1,200	A	\$ 27.75	103,265	D	
Common Stock	02/01/2005		A		311 <sup>(2)</sup>	A	\$ 57.9	103,576	D	

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Common Stock	02/01/2005	M	50,000	A	\$ 20.349	50,000	I	By Davis Family Limited Partnership <sup>(3)</sup>
Common Stock	02/01/2005	S	50,000	D	<u>(4)</u>	0	I	By Davis Family Limited Partnership <sup>(3)</sup>
Common Stock						14,309.0539	I <sup>(5)</sup>	By Savings Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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 Number of Shares
Employee stock option (right to buy)	\$ 20.349	02/01/2005		M		133,334		10/04/2000	10/04/2009	Common Stock	
Employee stock option (right to buy)	\$ 20.349	02/01/2005		M		50,000		10/04/2000	10/04/2009	Common Stock	
Employee stock option (right to buy)	\$ 15.5	02/01/2005		M		4,266		10/07/2003 <sup>(6)</sup>	10/07/2012	Common Stock	
Employee stock option (right to	\$ 15.5							10/07/2003	10/07/2012	Common Stock	

buy)

Employee stock option (right to buy)	\$ 27.75	02/01/2005	M	1,200	10/06/2004 <sup>(7)</sup>	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.	02/02/2005
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\_\_\_\_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) Sale prices ranged from \$57.75 to \$58.02
- (2) Restricted shares delivered as director annual retainer under the 2003 Directors Stock Plan.
- (3) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Sale prices ranged from \$57.75 to \$58.02.
- (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 12/31/2004.
- (6) 28,733 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.  
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 12/31/2004. 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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