#### ROCKWELL AUTOMATION INC

Form 4

December 08, 2006

# FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

OMB APPROVAL

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if no longer subject to Section 16. Form 4 or

Form 5 obligations may continue. See Instruction

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

(Print or Type Responses)

1(b).

Common

Common

12/06/2006

Stock

Stock

	ddress of Reporting P MOTHY CHARL	<b>= 2.</b> 100 acr	2. Issuer Name <b>and</b> Ticker or Trading Symbol			5. Relationship of Reporting Person(s) to Issuer			
		ROCKW [ROK]	ELL AU	TOMATION INC	(Ch	neck all applicable)			
(Last)	(First) (M	(Month/D	•	ansaction	Director 10% Owne Officer (give title Other (special below)  VP and Treasurer				
	(Street)	4. If Amer	ndment, Da	te Original	6. Individual or	Joint/Group Fili	ng(Check		
MILWAUK	EE, WI 53204	Filed(Mon	th/Day/Year)			One Reporting Po			
(City)	(State) (	Zip) Table	e I - Non-D	erivative Securities Ac	quired, Disposed	of, or Beneficia	lly 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 onAcquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		

Code V Amount (D)

600 (7) A

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

A

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SEC 1474

(9-02)

Reported

3,298.59

7,000

Ι

D (8)

Transaction(s) (Instr. 3 and 4)

(A)

Price

\$0

By Savings

Plan (1)

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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. Transactic Code (Instr. 8)	5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisab Expiration Date (Month/Day/Year		7. Title and Amour Underlying Securit (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amou or Numb of Share
Common Stock Share Equivalents	<u>(2)</u>					<u>(3)</u>	<u>(4)</u>	Common Stock	56.4
Employee Stock Option (Right to Buy)	\$ 63.59	12/06/2006		A	7,600	12/06/2007 <u>(6)</u>	12/06/2016	Common Stock	7,60

# **Reporting Owners**

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
OLIVER TIMOTHY CHARLES 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			VP and Treasurer			

## **Signatures**

Karen A. Balistreri, Attorney-in-Fact for Timothy C.
Oliver

\*\*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) Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 11/30/2006.
- (2) Each unit is the economic equivalent of one share of Company common stock.
- (3) The share equivalents are payable in cash upon retirement or after termination of employment.
- (4) The share equivalents are payable in cash upon retirement or after termination of employment.
- (5) Includes share equivalents represented by Company stock fund units acquired under the Company Nonqualified Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 11/30/2006.

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- (6) The option vests in three substantially equal annual installments beginning on the date exercisable.
- (7) Restricted stock award under the Company 2000 Long Term Incentives Plan, as amended.
- (8) 7,000 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.