

COHN JOHN D
Form 4
February 25, 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 *
COHN JOHN D

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)
02/24/2005

____ Director
 Officer (give title below) Sr. Vice President
____ 10% Owner
____ 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 Ownership (Instr. 4)
				(A) or (D)	Price		
				Code	V	Amount	
Common Stock	02/24/2005		M	A	5,000	\$ 20,349	D
Common Stock	02/24/2005		S	D	5,000	13,742	D
Common Stock					8,191.3271	(2)	I Savings Plan

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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee stock option (right to buy)	\$ 21.9479					06/01/2000	06/01/2009	Common Stock	10
Employee stock option (right to buy)	\$ 20.349	02/24/2005		M	5,000	10/04/2000	10/04/2009	Common Stock	5
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽³⁾	10/07/2012	Common Stock	18
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁴⁾	10/06/2013	Common Stock	45
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	40
Common Stock Share Equivalents	<u>(5)</u>					<u>(6)</u>	<u>(6)</u>	Common Stock	509

Reporting Owners

Reporting Owner Name / Address

Relationships

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Director 10% Owner Officer Other

COHN JOHN D
777 EAST WISCONSIN AVENUE
SUITE 1400
MILWAUKEE, WI 53202

Sr. Vice President

Signatures

K. A. Balistreri, Attorney-in-Fact for John D.
Cohn

02/25/2005

__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 from \$60.25 to \$60.31.
- (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 2/1/2005.
- (3) 4,266 shares are currently exercisable and 14,001 shares vest on 10/07/2005.
- (4) 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 2/1/2005. The number of share equivalents represented by the balance of a
- (5) 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 Pan.
- (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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