

HART JAMES E
Form 4
February 01, 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 *
HART JAMES E

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)
01/28/2005

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

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V Amount (D) Price | | | |
| Common Stock | 01/28/2005 | | S | 100 D \$ 56.7 | 6,012 ⁽¹⁾ | D | |
| Common Stock | 01/28/2005 | | S | 1,400 D \$ 56.65 | 4,612 ⁽¹⁾ | D | |
| Common Stock | 01/28/2005 | | S | 1,500 D \$ 56.615 | 3,112 ⁽¹⁾ | D | |
| Common Stock | | | | | 1,919.8531 | I | By Savings Plan ⁽²⁾ |

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

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(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 Securities (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| | | | | Code | V (A) (D) | Date Exercisable Expiration Date | Title Amount or Number of Shares |
| Employee stock option (right to buy) | \$ 20.349 | | | | | 10/04/2000 10/04/2009 | Common Stock 16,500 |
| Employee stock option (right to buy) | \$ 13.4 | | | | | 10/01/2002 10/01/2011 | Common Stock 20,000 |
| Employee stock option (right to buy) | \$ 15.5 | | | | | 10/07/2003 ⁽³⁾ 10/07/2012 | Common Stock 25,000 |
| Employee stock option (right to buy) | \$ 27.75 | | | | | 10/06/2004 ⁽³⁾ 10/06/2013 | Common Stock 25,000 |
| Employee stock option (right to buy) | \$ 43.9 | | | | | 11/08/2005 ⁽³⁾ 11/08/2014 | Common Stock 25,000 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|----------------|-------|
| | Director | 10% Owner | Officer | Other |
| HART JAMES E 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202 | | | Vice President | |

Signatures

| | |
|---|------------|
| K. A. Balistreri, Attorney-in-Fact for James E. Hart | 01/31/2005 |
| **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) Includes 2,000 shares held by the Company to implement restrictions on transfer unless and until certain conditions are met.
 - (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 12/31/2004.
 - (3) The option becomes exercisable in three equal annual installments beginning on the date exercisable.

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.