

ROCKWELL AUTOMATION INC
Form 4
May 04, 2009

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 *
CRANDALL THEODORE 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)
1201 SOUTH SECOND STREET

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/01/2009

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr.VP and CFO

MILWAUKEE, WI 53204

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 (D) Price			
Common Stock					3,138.9945	I	By Savings Plan ⁽¹⁾
Common Stock	05/01/2009		M	40,889 A \$ 20.349	85,975.6663	D	
Common Stock	05/01/2009		S	17,857 D \$ 31.38	68,118.6663	D	
Common Stock	05/01/2009		S	10 D \$ 31.86	68,108.6663	D	
Common Stock	05/01/2009		S	1,490 D \$ 31.87	66,618.6663	D	

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Common Stock	05/01/2009	S	400	D	\$ 31.88	66,218.6663	D
Common Stock	05/01/2009	S	800	D	\$ 31.89	65,418.6663	D
Common Stock	05/01/2009	S	5,718	D	\$ 31.9	59,700.6663	D
Common Stock	05/01/2009	S	1,200	D	\$ 31.91	58,500.6663	D
Common Stock	05/01/2009	S	400	D	\$ 31.93	58,100.6663	D
Common Stock	05/01/2009	S	100	D	\$ 31.9375	58,000.6663	D
Common Stock	05/01/2009	S	800	D	\$ 31.94	57,200.6663	D
Common Stock	05/01/2009	S	100	D	\$ 31.9575	57,100.6663	D
Common Stock	05/01/2009	S	400	D	\$ 31.96	56,700.6663	D
Common Stock	05/01/2009	S	400	D	\$ 31.97	56,300.6663	D
Common Stock	05/01/2009	S	500	D	\$ 31.98	55,800.6663	D
Common Stock	05/01/2009	S	900	D	\$ 32.01	54,900.6663	D
Common Stock	05/01/2009	S	100	D	\$ 32.02	54,800.6663	D
Common Stock	05/01/2009	S	500	D	\$ 32.03	54,300.6663	D
Common Stock	05/01/2009	S	1,400	D	\$ 32.05	52,900.6663	D
Common Stock	05/01/2009	S	500	D	\$ 32.06	52,400.6663	D ⁽²⁾

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.

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(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

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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	05/01/2009		M		40,889	10/04/2000 10/04/2009	Common Stock	40,889

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANDALL THEODORE D 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr. VP and CFO	

Signatures

Karen A. Balistreri, Attorney-in-Fact for Theodore D. Crandall

05/04/2009

__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 03/31/2009.
- (2) 9,100 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.