

ROCKWELL AUTOMATION INC
Form 4
December 08, 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)
12/06/2009

____ Director _____ 10% Owner
____ Officer (give title below) _____ 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					3,138.3201	I	By Savings Plan ⁽¹⁾
Common Stock	12/06/2009		M	728 ⁽²⁾ A \$ 0	53,128.6663	D	
Common Stock	12/06/2009		S	140 ⁽⁴⁾ D \$ 45.5902	52,988.6663	D	
Common Stock	12/06/2009		S	100 ⁽⁵⁾ D \$ 45.63	52,888.6663	D	
Common Stock	12/06/2009		S	400 ⁽⁶⁾ D \$ 45.64	52,488.6663	D	

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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 10/31/2009.

- (2) Each performance share represented a contingent right to receive one share of Company common stock (or the cash equivalent).
- (3) Each performance share represented a contingent right to receive one share of Company common stock (or the cash equivalent).
- (4) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (5) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (6) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (7) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (8) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (9) 6,700 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.