

TOOT JOSEPH F JR
Form 4
February 02, 2006

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 *
TOOT JOSEPH F JR

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)
02/01/2006

Director 10% Owner
 Officer (give title below) 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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	02/01/2006		A ⁽¹⁾	500 A \$ 0	12,325 ⁽²⁾	D	
Common Stock					10,400	I	Trustee ⁽³⁾

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

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SEC 1474 (9-02)

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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 Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Director stock option (right to buy)	\$ 18.1746					02/07/2002 02/07/2011	Common Stock 334
Director stock option (right to buy)	\$ 16.05					07/31/2002 07/31/2011	Common Stock 7,000
Director stock option (right to buy)	\$ 18.05					02/06/2003 02/06/2012	Common Stock 1,000
Director stock option (right to buy)	\$ 22.76					02/05/2004 ⁽⁴⁾ 02/05/2013	Common Stock 1,000
Director stock option (right to buy)	\$ 30.22					02/04/2005 ⁽⁴⁾ 02/04/2014	Common Stock 1,500
Director stock option (right to buy)	\$ 58.54					02/02/2006 ⁽⁴⁾ 02/02/2015	Common Stock 1,500
Director stock	\$ 65.35	02/01/2006		A	1,500	02/01/2007 ⁽⁴⁾ 02/01/2016	Common Stock 1,500

option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
TOOT JOSEPH F JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X			

Signatures

K. A. Balistreri, Attorney-in-Fact for Joseph F.
Toot, Jr.

02/02/2006

__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) Shares delivered as compensation for service as a director under the 2003 Directors Stock Plan.
- (2) 10,025 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (3) Held by Society National Bank as Trustee under the Joseph F. Toot, Jr. Revocable Trust.
- (4) The option vests in three substantially 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.
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