

ROCKWELL AUTOMATION INC

Form 4

May 03, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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Number: 3235-0287Expires: January 31,
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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 *
NOSBUSCH KEITH D2. 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)
04/30/2010____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
Chairman, President and CEO

MILWAUKEE, WI 53204

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
X 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)
Common Stock					824.3201	I	By Savings Plan <u>(1)</u>
Common Stock	04/30/2010		M ⁽²⁾	103,204 A	\$ 11.6038	421,401.1837 D	
Common Stock	04/30/2010		S ⁽³⁾	103,204 <u>(4)</u> D	\$ 61.4757	318,197.1837 D ⁽⁵⁾	

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

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information contained in this form are not
required to respond unless the form**SEC 1474
(9-02)

displays a currently valid OMB control number.

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 Number Shares
Employee Stock Option (Right to Buy)	\$ 11.6038	04/30/2010		M		103,204		10/02/2001	10/02/2010	Common Stock	103,204

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NOSBUSCH KEITH D 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204	Chairman, President and CEO

Signatures

Karen A. Balistreri, Attorney-in-Fact for Keith D. Nosbusch
05/03/2010

**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 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 3/31/2010.
- (2) Option exercise and sale of shares effected pursuant to Rule 10b5-1 plan established to diversify and liquidate long-term assets before the options expire.
- (3) Option exercise and sale of shares effected pursuant to Rule 10b5-1 plan established to diversify and liquidate long-term assets before the options expire.
- (4) Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$60.98 to \$61.95. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.
- (5) 33,000 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.

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