

ROCKWELL AUTOMATION INC

Form 4

December 05, 2011

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

OMB APPROVAL

OMB
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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 *
DORGAN DAVID M2. 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)
12/01/2011____ Director ____ 10% Owner
____ Officer (give title below) ____ Other (specify below)
VP and Controller**MILWAUKEE, WI 53204**

(City) (State) (Zip)

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**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				(A) or (D)			By Savings Plan ⁽¹⁾
Common Stock	12/01/2011		A	380 ⁽⁷⁾ A	\$ 0 3,910	D ⁽⁸⁾	

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
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(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 Security (Instr. 3 and 4)
Common Stock Share Equivalents	(2)					(3) (4)	Common Stock 90.5
Employee Stock Option (Right to Buy)	\$ 74.14	12/01/2011		A	4,900	12/01/2012(6) 12/01/2021	Common Stock 4,9

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
DORGAN DAVID M 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			VP and Controller	

Signatures

Karen A. Balistreri, Attorney-in-Fact for David M. Dorgan
12/02/2011

**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 10/31/2011.
- (2) Each unit is the economic equivalent of one share of Company common stock.
- (3) The share equivalents are payable in cash upon retirement or after termination of employment.
- (4) The share equivalents are payable in cash upon retirement or after termination of employment.
- (5) Includes share equivalents represented by Company stock fund units acquired under the Company Nonqualified Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 10/31/2011.
- (6) The option vests in three substantially equal annual installments beginning on the date exercisable.

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(7) Restricted stock award under the Company's 2008 Long Term Incentives Plan.

(8) 2,280 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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