

ROCKWELL AUTOMATION INC
Form 4
February 17, 2011

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 *
ISTOCK VERNE G

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)
02/17/2011

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount (A) or (D) Price | | |
| Common Stock | 02/17/2011 | | M | | 1,500 A \$ 65.35 | 18,919 | D |
| Common Stock | 02/17/2011 | | M | | 1,500 A \$ 58.54 | 20,419 | D |
| Common Stock | 02/17/2011 | | M | | 1,500 A \$ 54.77 | 21,919 | D |
| Common Stock | 02/17/2011 | | M | | 1,500 A \$ 63.17 | 23,419 | D |
| Common Stock | 02/17/2011 | | S | | 6,000 (1) D \$ 89.9095 | 17,419 | D |

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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)

| 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Director Stock Option (Right to Buy) | \$ 65.35 | 02/17/2011 | | M | 1,500 | 02/01/2009 02/01/2016 | Common Stock | 1,500 |
| Director Stock Option (Right to Buy) | \$ 58.54 | 02/17/2011 | | M | 1,500 | 02/02/2008 02/02/2015 | Common Stock | 1,500 |
| Director Stock Option (Right to Buy) | \$ 54.77 | 02/17/2011 | | M | 1,500 | 02/06/2011 02/06/2018 | Common Stock | 1,500 |
| Director Stock Option (Right to Buy) | \$ 63.17 | 02/17/2011 | | M | 1,500 | 02/07/2010 02/07/2017 | Common Stock | 1,500 |

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

ISTOCK VERNE G
1201 SOUTH SECOND STREET
MILWAUKEE, WI 53204

Signatures

Karen A. Balistreri, Attorney-in-Fact for Verne G.
Istock

02/17/2011

__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).

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$89.908 to \$89.928. The reporting person
(1) 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.

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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