

CRANDALL THEODORE D
 Form 4
 February 01, 2005

FORM 4

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

OMB APPROVAL

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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)
 ___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President

(Last) (First) (Middle)
777 EAST WISCONSIN AVENUE, SUITE 1400
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)
01/28/2005

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 Indirect Ownership (Instr. 4)			
			Code	V	Amount	(D)	Price			
Common Stock	01/28/2005		M		15,000	A	\$ 11.6038	26,635.6663	D	
Common Stock	01/28/2005		S		8,300	D	\$ 56.2	18,335.6663	D	
Common Stock	01/28/2005		S		6,700	D	\$ 56.35	11,635.6663	D	
Common Stock								2,462.5063	I	By Savings Plan ⁽¹⁾

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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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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)	8. Amount or Number of Shares
Employee Stock Option (right to buy)	\$ 10.5866					10/05/1999 10/05/2008	Common Stock	2,000
Employee Stock Option (right to buy)	\$ 20.349					10/04/2000 10/04/2009	Common Stock	65,000
Employee Stock Option (right to buy)	\$ 11.6038	01/28/2005		M	15,000	10/02/2001 10/02/2010	Common Stock	15,000
Employee Stock Option (right to buy)	\$ 13.4					10/01/2002 10/01/2011	Common Stock	47,000
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003 ⁽²⁾ 10/07/2012	Common Stock	42,000
Employee Stock Option	\$ 27.75					10/06/2004 ⁽²⁾ 10/06/2013	Common Stock	55,000

