

STUEVER A LAWRENCE
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 *
STUEVER A LAWRENCE

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)
V. Pres. and General Auditor

(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 | (A) or (D) | Price | |
| Common Stock | 01/28/2005 | | M | 3,194 | A | \$ 17.3914 | 6,294 | D |
| Common Stock | 01/28/2005 | | M | 4,800 | A | \$ 15.527 | 11,094 | D |
| Common Stock | 01/28/2005 | | M | 9,370 | A | \$ 10.5866 | 20,464 | D |
| Common Stock | 01/28/2005 | | M | 4,100 | A | \$ 20.349 | 24,564 | D |
| Common Stock | 01/28/2005 | | M | 6,600 | A | \$ 13.4 | 31,164 | D |

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| | | | | | | | | |
|--------------|------------|---|--------|---|----------|-------------|------------------|--------------|
| Common Stock | 01/28/2005 | S | 16,700 | D | \$ 56.35 | 14,464 | D | |
| Common Stock | 01/28/2005 | S | 4,764 | D | \$ 56.64 | 9,700 | D | |
| Common Stock | | | | | | 12,975.6515 | I ⁽¹⁾ | Savings Plan |

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

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|--|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | |
| Employee Stock Option (right to buy) | \$ 17.3914 | 01/28/2005 | | M | 3,194 | 12/06/1997 12/06/2006 | Common Stock | 3,194 | |
| Employee Stock Option (right to buy) | \$ 15.527 | 01/28/2005 | | M | 4,800 | 12/03/1998 12/03/1997 | Common Stock | 4,800 | |
| Employee Stock Option (right to buy) | \$ 10.5866 | 01/28/2005 | | M | 9,370 | 10/05/1999 10/05/2008 | Common Stock | 9,370 | |
| Employee Stock Option (right to buy) | \$ 20.349 | 01/28/2005 | | M | 4,100 | 10/04/2000 10/04/2009 | Common Stock | 4,100 | |

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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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