DAVIS DON H JR

Form 4

February 28, 2005

#### FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

**OMB** Number:

3235-0287

Expires:

January 31, 2005

0.5

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**OMB APPROVAL** 

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading DAVIS DON H JR Issuer Symbol ROCKWELL AUTOMATION INC (Check all applicable) [ROK] (Last) (First) (Middle) 3. Date of Earliest Transaction \_X\_\_ Director 10% Owner Other (specify Officer (give title (Month/Day/Year) 02/25/2005

777 EAST WISCONSIN **AVENUE, SUITE 1400** 

MILWAUKEE, WI 53202

(Street) 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 Acqu

(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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)  (A) or Code V Amount (D) Price			of (D)	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	02/25/2005		M		71,267	A	\$ 27.75	158,443 <u>(1)</u>	D		
Common Stock	02/25/2005		S(2)		50,000	D	\$ 62	108,443 (1)	D		
Common Stock	02/25/2005		S(2)		21,267	D	\$ 61	87,176 <u>(1)</u>	D		
Common Stock	02/25/2005		G	V	16,500	D	\$ 0	70,676 (1)	D		
Common Stock	02/25/2005		M		32,533	A	\$ 15.5	32,533	I	By Davis Family	

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								Limited Partnership (3)
Common Stock	02/25/2005	S(2)	32,533	D	\$ 61	0	I	By Davis Family Limited Partnership
Common Stock						14,309.0539 (4)	I	By Savings Plan
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
			inforr requi displa	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.				SEC 1474 (9-02)

 $\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$ 

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. Transactic Code (Instr. 8)	5. Number of or 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 Amou Underlying Securi (Instr. 3 and 4)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amo Nur Sha
Employee stock option (right to buy)	\$ 15.5						10/07/2005	10/07/2012	Common Stock	1
Employee stock option (right to buy)	\$ 15.5	02/25/2005		M		32,533	10/07/2003	10/07/2012	Common Stock	
Employee stock option (right to buy)	\$ 27.75	02/25/2005		M		71,267	10/06/2004(5)	10/06/2013	Common Stock	
Director stock option (right to buy)	\$ 58.54						02/02/2006(6)	02/02/2015	Common Stock	

Common
Stock Share (7)
Equivalents

(8)

 $\frac{(8)}{S}$  Co

Common Stock

27

## **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

DAVIS DON H JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202



# **Signatures**

K. A. Balistreri, Attorney-in-Fact for Don H. Davis, Jr.

02/28/2005

\*\*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) 311 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (2) Sales were effected pursuant to a Rule 10b5-1 trading plan established for estate planning and diversification purposes.
- (3) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.
- (4) Shares represented by Company stock fund units acquired under the Company's Savings Plan, based on information furnished by the Plan Administrator as of 2/1/2005.
- (5) 115,466 shares are currently exercisable, 116,667 shares become exercisable on 10/06/05 and 116,667 shares become exercisable on 10/06/06.
- (6) The option vests in three substantially equal annual installments beginning on the date exercisable.
  - Share equivalents represented by Company stock fund units acquired under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 2/1/2005. The number of share equivalents represented by the balance of a
- (7) participant's Company stock fund account may not exactly equal the number of share equivalents represented by a prior balance plus additions due to variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the Plan.
- (8) The share equivalents are payable in cash upon retirement or after termination of employment.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.

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