

TOOT JOSEPH F JR
Form 4
February 02, 2006

FORM 4

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

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
TOOT JOSEPH F JR

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)
777 EAST WISCONSIN
AVENUE, SUITE 1400

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2006

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

(Street)
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. 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/01/2006		A ⁽¹⁾		500	A	\$ 0
Common Stock							12,325 ⁽²⁾
							10,400
						I	Trustee ⁽³⁾

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
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SEC 1474
(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 Securities (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Director stock option (right to buy)	\$ 18.1746							02/07/2002	02/07/2011	Common Stock	334
Director stock option (right to buy)	\$ 16.05							07/31/2002	07/31/2011	Common Stock	7,000
Director stock option (right to buy)	\$ 18.05							02/06/2003	02/06/2012	Common Stock	1,000
Director stock option (right to buy)	\$ 22.76							02/05/2004 ⁽⁴⁾	02/05/2013	Common Stock	1,000
Director stock option (right to buy)	\$ 30.22							02/04/2005 ⁽⁴⁾	02/04/2014	Common Stock	1,500
Director stock option (right to buy)	\$ 58.54							02/02/2006 ⁽⁴⁾	02/02/2015	Common Stock	1,500
Director stock	\$ 65.35	02/01/2006		A	1,500			02/01/2007 ⁽⁴⁾	02/01/2016	Common Stock	1,500

option
(right to
buy)

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
TOOT JOSEPH F JR 777 EAST WISCONSIN AVENUE SUITE 1400 MILWAUKEE, WI 53202	X

Signatures

K. A. Balistreri, Attorney-in-Fact for Joseph F.
Toot, Jr.

02/02/2006

__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) Shares delivered as compensation for service as a director under the 2003 Directors Stock Plan.
- (2) 10,025 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.
- (3) Held by Society National Bank as Trustee under the Joseph F. Toot, Jr. Revocable Trust.
- (4) The option vests in three substantially equal annual installments beginning on the date exercisable.

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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