

ROCKWELL AUTOMATION INC  
 Form 4  
 December 08, 2009

**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 \*  
**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)

(Last) (First) (Middle)  
**1201 SOUTH SECOND STREET**  
 (Street)

3. Date of Earliest Transaction (Month/Day/Year)  
**12/06/2009**

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 \_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
**Sr.VP and CFO**

**MILWAUKEE, WI 53204**

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 Beneficial Ownership (Instr. 4)
Common Stock					3,138.3201	I	By Savings Plan <sup>(1)</sup>
Common Stock	12/06/2009		M	728 <sup>(2)</sup> A	\$ 0	53,128.6663	D
Common Stock	12/06/2009		S	140 <sup>(4)</sup> D	\$ 45.5902	52,988.6663	D
Common Stock	12/06/2009		S	100 <sup>(5)</sup> D	\$ 45.63	52,888.6663	D
Common Stock	12/06/2009		S	400 <sup>(6)</sup> D	\$ 45.64	52,488.6663	D

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Common Stock	12/06/2009	S	300 <u>(7)</u>	D	\$ 45.6575	52,188.6663	D
Common Stock	12/06/2009	S	100 <u>(8)</u>	D	\$ 45.665	52,088.6663	D <u>(9)</u>

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	
Performance Shares	<u>(3)</u>	12/06/2009		M	728	12/06/2009 12/06/2009	Common Stock	728

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANDALL THEODORE D 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr.VP and CFO	

## Signatures

Karen A. Balistreri, Attorney-in-Fact for Theodore D. Crandall  
 12/07/2009  
 \*\*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)

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Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 10/31/2009.

- (2) Each performance share represented a contingent right to receive one share of Company common stock (or the cash equivalent).
- (3) Each performance share represented a contingent right to receive one share of Company common stock (or the cash equivalent).
- (4) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (5) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (6) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (7) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (8) Sale of shares pursuant to Rule 10b5-1 trading plan to cover taxes due on restricted stock and performance shares that vested on 12/06/2009.
- (9) 6,700 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

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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