DAVIS DON H JR
Form 4
February 03, 2005

FORM 4

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

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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Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. *See* Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *
DAVIS DON H JR

(Last) (First) (Middle)

777 EAST WISCONSIN AVENUE, SUITE 1400

(Street)

MILWAUKEE, WI 53202

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ROCKWELL AUTOMATION INC [ROK]

3. Date of Earliest Transaction (Month/Day/Year)
02/02/2005

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer
(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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)
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/02/2005		A(1)		500	A	$ 58.54	104,076	D (2)	
Common Stock								14,309.0539	I (3)	By 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 Amoun Underlying Securiti (Instr. 3 and 4)	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amou Numb Share
Employee stock option (right to buy)	$ 15.5							10/07/2003(4)	10/07/2012	Common Stock	14
Employee stock option (right to buy)	$ 15.5							10/07/2003	10/07/2012	Common Stock	11
Employee stock option (right to buy)	$ 27.75							10/06/2004(6)	10/06/2013	Common Stock	34
Director stock option (right to buy)	$ 58.54	02/02/2005		A		1,500		02/02/2006(7)	02/02/2015	Common Stock	1
Common Stock Share Equivalents	(8)							(9)	(9)	Common Stock	27,4

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	X			

Signatures

K. A. Balistreri, Attorney-in-Fact for Don H. Davis, Jr.	02/03/2005
**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) Shares delivered as compensation for service as a director under the 2003 Directors Stock Plan.

(2) 311 shares are held by the Company to implement restrictions on transfer unless and until certain conditions are met.

(3) Shares represented by Company stock fund units under the Company's Savings Plan which were acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of 2/1/2005.

(4) 28,733 shares are currently exercisable and 116,668 shares become exercisable on 10/07/05.

(5) Reporting person disclaims beneficial ownership of the reported securities except to the extent of his pecuniary interest therein.

(6) 115,466 shares are currently exercisable, 116,668 shares become exercisable on 10/06/05 and 116,668 shares become exercisable on 10/06/06.

(7) The option vests in three substantially equal annual installments beginning on the date exercisable.

(8) Share equivalents represented by Company stock fund units credited under the Company's nonqualified savings plan based on information furnished by the Plan Administrator as of 2/1/2004. The number of share equivalents represented by the balance of a 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.

(9) 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.
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