

ROCKWELL AUTOMATION INC
 Form 4
 December 05, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2005
 Estimated average burden hours per response... 0.5

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 *
 COHN JOHN 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)
 12/03/2008

____ Director _____ 10% Owner
 ____ Officer (give title below) ____ Other (specify below)
 Sr. Vice President

MILWAUKEE, WI 53204

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 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 Ownership (Instr. 4)
Common Stock				(A) or (D) Price	8,825.49	I	By Savings Plan ⁽⁵⁾
Common Stock	12/03/2008		A	1,600 ⁽⁶⁾ A \$ 0	18,295	D ⁽⁷⁾	

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

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SEC 1474 (9-02)

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 Security (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount
Common Stock Share Equivalents	(1)					(2)	(3)	Common Stock	70
Employee Stock Option (Right to Buy)	\$ 29.37	12/03/2008		A	25,300	12/03/2009 ⁽⁸⁾	12/03/2018	Common Stock	2

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
COHN JOHN D 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr. Vice President	

Signatures

Karen A. Balistreri, Attorney-in-Fact for John D. Cohn
 12/05/2008

__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) Each unit is the economic equivalent of one share of Company common stock.
- (2) The share equivalents are payable in cash upon retirement or after termination of employment.
- (3) The share equivalents are payable in cash upon retirement or after termination of employment.
- (4) Includes share equivalents represented by Company stock fund units acquired under the Company Nonqualified Savings Plan since last reported for this person, based on information furnished by the Plan Administrator as of 10/31/2008.
- (5) Includes shares represented by Company stock fund units acquired under the Company Savings Plan based on information furnished by the Plan Administrator as of 10/31/2008.
- (6) Restricted stock award under the Company's 2008 Long Term Incentives Plan.

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(7) 3,600 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.

(8) 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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