

EISENBROWN STEVEN A

Form 4

May 05, 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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
EISENBROWN STEVEN A

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, E-7F19

(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
05/04/2006

____ Director ____ 10% Owner
__X__ Officer (give title ____ Other (specify
below) below)
Senior 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D) Price			
Common Stock	05/04/2006		M		10,000	A \$ 20.349	25,999 ⁽¹⁾	D	
Common Stock	05/04/2006		S		10,000	D <u>(2)</u>	15,999 ⁽¹⁾	D	
Common Stock							5,170.2458	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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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 Underlying Security (Instr. 3 and 4)	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Underlying Security (Instr. 3 and 4)
Employee Stock Option (right to buy)	\$ 20.349	05/04/2006		M	10,000	10/04/2000	10/04/2009	Common Stock	1,600
Employee Stock Option (right to buy)	\$ 15.5					10/07/2003	10/07/2012	Common Stock	3,000
Employee Stock Option (right to buy)	\$ 27.75					10/06/2004 ⁽⁴⁾	10/06/2013	Common Stock	6,000
Employee Stock Option (right to buy)	\$ 43.9					11/08/2005 ⁽⁴⁾	11/08/2014	Common Stock	8,000
Employee Stock Option (right to buy)	\$ 56.36					11/07/2006 ⁽⁴⁾	11/07/2015	Common Stock	4,000
Common Stock Share Equivalents	⁽⁵⁾					⁽⁶⁾	⁽⁶⁾	Common Stock	1,600

Signatures

05/05/2006

Date _____

Explanation of Responses:

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.