

ROCKWELL AUTOMATION INC
Form 4
April 15, 2014

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 *
Schmitt Susan

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)
04/14/2014

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP, HR

MILWAUKEE, WI 53204

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. 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 Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock					2,032.69	I	By Savings Plan ⁽¹⁾
Common Stock	04/14/2014		M	5,216 A \$ 68.04	17,211	D	
Common Stock	04/14/2014		M	3,100 A \$ 74.23	20,311	D	
Common Stock	04/14/2014		S	1,601 ^{(2) (3)} D \$ 121.22	18,710	D	
Common Stock	04/14/2014		S	1,499 ^{(4) (3)} D \$ 121.86	17,211	D	

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Common Stock	04/14/2014	S	1,916 <u>(3)</u> <u>(5)</u>	D	\$ 121.05	15,295	D
Common Stock	04/14/2014	S	3,300 <u>(3)</u> <u>(6)</u>	D	\$ 121.76	11,995	D <u>(7)</u>

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

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(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)		
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Employee Stock Option (Right to Buy)	\$ 68.04	04/14/2014		M	5,216	12/05/2008 12/05/2017		Common Stock	5,216
Employee Stock Option (Right to Buy)	\$ 74.23	04/14/2014		M	3,100	07/16/2008 07/16/2017		Common Stock	3,100

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Schmitt Susan 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr. VP, HR	

Signatures

Karen A. Balistreri, Attorney-in-fact for Susan Schmitt
04/15/2014

__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) Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date last reported for this person based on information furnished by the Plan Administrator as of 3/31/2014. The number of stock fund units represented by the balance of the participant's Company stock fund account may not exactly equal the number of stock fund units represented by a prior balance due to variance in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the Plan.

(2) Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$120.55 to \$121.55. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

(3) Shares exercised and sold pursuant to a Rule 10b5-1 trading plan entered into on 2/13/2014.

(4) Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$121.62 to \$122.31. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

(5) Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$120.42 to \$121.40. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

(6) Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$121.45 to \$122.31. The reporting person undertakes to provide to the Company, any shareowners of the Company and the staff of the SEC, upon request, full information regarding the number of shares sold at each separate price.

(7) Includes 2,780 shares held by the 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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