

ROCKWELL AUTOMATION INC
 Form 4
 February 06, 2013

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 *
 NOSBUSCH KEITH 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)
 02/04/2013

____ Director
 ____ Officer (give title below)
 ____ 10% Owner
 ____ Other (specify below)
 Chairman, President and CEO

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	02/04/2013		M		37,684 A \$ 43.9	D	524,221.1837
Common Stock	02/04/2013		S		37,684 (1) D \$ 90.2037	D	486,537.1837
Common Stock	02/05/2013		M		100,000 A \$ 43.9	D	586,537.1837
Common Stock	02/05/2013		S		100,000 (2) D \$ 90.8155	D (3)	486,537.1837

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 Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number of Shares
Employee Stock Option (Right to Buy)	\$ 43.9	02/04/2013		M	37,684	11/08/2005 11/08/2014		Common Stock	37,684
Employee Stock Option (Right to Buy)	\$ 43.9	02/05/2013		M	100,000	11/08/2005 11/08/2014		Common Stock	100,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NOSBUSCH KEITH D 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Chairman, President and CEO	

Signatures

Karen A. Balistreri, Attorney-in-Fact for Keith D. Nosbusch
02/06/2013

__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).

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$90.00 to \$90.36. The reporting person (1) 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.

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Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$90.455 to \$91.27. The reporting person

(2) 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) 22,420 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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