

RUFF ROBERT A
Form 4
May 21, 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 *
RUFF ROBERT 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
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
05/20/2013

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

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 or (D) Price | | | |
| Common Stock | 05/20/2013 | | M | 17,034 A \$ 46.16 | 73,615 | D | |
| Common Stock | 05/20/2013 | | M | 1,750 A \$ 56.36 | 75,365 | D | |
| Common Stock | 05/20/2013 | | M | 933 A \$ 69.57 | 76,298 | D | |
| Common Stock | 05/20/2013 | | M | 433 A \$ 74.14 | 76,731 | D | |
| Common Stock | 05/20/2013 | | S | 17,034 ⁽²⁾ D \$ 91.1154 | 59,697 | D ⁽³⁾ | |

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| | | | | | | | | | | |
|--------------|------------|--|---|------------------------|---|----------|---|--|---|-----------------|
| Common Stock | 05/20/2013 | | I | <u>210.4479</u> (4) | D | \$ 90.91 | 0 | | I | By Savings Plan |
|--------------|------------|--|---|------------------------|---|----------|---|--|---|-----------------|

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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) | Amount or Number of Shares | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|----------------------------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| Employee Stock Option (Right to Buy) | \$ 46.16 | 05/20/2013 | | M | 17,034 | 12/09/2010 12/09/2019 | Common Stock | 17,034 | |
| Employee Stock Option (Right to Buy) | \$ 56.36 | 05/20/2013 | | M | 1,750 | 11/07/2006 11/07/2015 | Common Stock | 1,750 | |
| Employee Stock Option (Right to Buy) | \$ 69.57 | 05/20/2013 | | M | 933 | 12/07/2011 ⁽¹⁾ 12/07/2020 | Common Stock | 933 | |
| Employee Stock Option (Right to Buy) | \$ 74.14 | 05/20/2013 | | M | 433 | 12/01/2012 ⁽¹⁾ 12/01/2021 | Common Stock | 433 | |

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer Other

RUFF ROBERT A
1201 SOUTH SECOND STREET
MILWAUKEE, WI 53204

Sr. Vice President

Signatures

Karen A. Balistreri, Attorney-in-Fact for Robert
A. Ruff

05/21/2013

__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).
- (1) The option vests in three substantially equal annual installments beginning on the date exercisable.
Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$90.7819 to \$91.61. 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) 5,210 shares are held by Company to implement restrictions on transfer unless and until certain conditions are met.
Includes shares represented by Company stock fund units acquired under the Company Savings Plan since the date of the last ownership report for this person, based on information furnished by the Plan Administrator as of 05/20/2013. The number of stock fund units
- (4) 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.

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.