

ROCKWELL AUTOMATION INC
Form 4
November 26, 2008

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 *
CRANDALL THEODORE 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)
11/26/2008

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

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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock					2,943.66 ⁽¹⁾	I	By Savings Plan
Common Stock	11/26/2008		M		8,846	A	\$ 20.349
Common Stock	11/26/2008		S		100	D	\$ 29.69
Common Stock	11/26/2008		S		100	D	\$ 29.68
Common Stock	11/26/2008		S		200	D	\$ 29.67

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Common Stock	11/26/2008	S	100	D	\$ 29.65	45,078.6663	D
Common Stock	11/26/2008	S	1,600	D	\$ 29.63	43,478.6663	D
Common Stock	11/26/2008	S	500	D	\$ 29.62	42,978.6663	D
Common Stock	11/26/2008	S	100	D	\$ 29.585	42,878.6663	D
Common Stock	11/26/2008	S	900	D	\$ 29.58	41,978.6663	D
Common Stock	11/26/2008	S	200	D	\$ 29.56	41,778.6663	D
Common Stock	11/26/2008	S	1,200	D	\$ 29.55	40,578.6663	D
Common Stock	11/26/2008	S	1,000	D	\$ 29.54	39,578.6663	D
Common Stock	11/26/2008	S	100	D	\$ 29.51	39,478.6663	D
Common Stock	11/26/2008	S	200	D	\$ 29.5	39,278.6663	D
Common Stock	11/26/2008	S	200	D	\$ 29.49	39,078.6663	D
Common Stock	11/26/2008	S	200	D	\$ 29.48	38,878.6663	D
Common Stock	11/26/2008	S	100	D	\$ 29.475	38,778.6663	D
Common Stock	11/26/2008	S	1,146	D	\$ 29.47	37,632.6663	D
Common Stock	11/26/2008	S	500	D	\$ 29.46	37,132.6663	D
Common Stock	11/26/2008	S	300	D	\$ 29.45	36,832.6663	D
Common Stock	11/26/2008	S	100	D	\$ 29.44	36,732.6663	D

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)**

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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)	Amount or Number of Shares
Employee Stock Option (Right to Buy)	\$ 20.349	11/26/2008		M	8,846	10/04/2000 10/04/2009	Common Stock	8,846

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CRANDALL THEODORE D 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204			Sr.VP and CFO	

Signatures

Karen A. Balistreri, Attorney-in-Fact for Theodore D. Crandall
 11/26/2008
 **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) 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.
- (2) 4,900 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. 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.