

ROCKWELL AUTOMATION INC
 Form 4
 February 13, 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 *
 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)
 02/12/2014

____ 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)
 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount or (D) Price | | |
| Common Stock | 02/12/2014 | | M | | 1,400 A \$ 69.57 | 507,529.1837 | D ⁽¹⁾ |
| Common Stock | 02/12/2014 | 02/13/2014 | I | | 36.1106 ₍₂₎ D \$ 115.56 | 0 | I 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)

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) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----------------|---|--------|
| | | | | Code | V (A) (D) | Date Exercisable | Expiration Date | Title | Amount |
| Employee Stock Option (Right to Buy) | \$ 69.57 | 02/12/2014 | | M | 1,400 | 12/07/2011 | 12/07/2020 | Common Stock | 1,400 |
| Common Stock Share Equivalents | \$ 115.56 | 02/12/2014 | 02/13/2014 | I | 35,630 (3) | (4) | (4) | Common Stock | 35,630 |

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
02/13/2014

__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 19,440 shares held by the 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 last reported for this person based on information furnished by the Plan Administrator as of 2/12/2014. The number of stock fund units represented by the

(2) 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.

Includes share equivalents represented by Company stock fund units acquired under the Company Nonqualified Savings Plan since the date last reported for this person based on information furnished by the Plan Administrator as of 2/12/2014. The number of stock fund

(3) 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.

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(4) The share equivalents are payable in cash upon retirement or after termination of employment.

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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