

ROCKWELL AUTOMATION INC
Form 4
October 04, 2016

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 *
Etzel Steven W.

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)
09/30/2016

____ Director
____ Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP and Treasurer

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 (D) Price | | | |
| Common Stock | | | | | 569.5087 | I | By Savings Plan ⁽¹⁾ |
| Common Stock | 09/30/2016 | | M | 1,800 A \$ 46.16 | 8,286 | D | |
| Common Stock | 09/30/2016 | | S ⁽²⁾ | 700 ⁽³⁾ D \$ 120.4664 | 7,586 | D | |
| Common Stock | 09/30/2016 | | S ⁽²⁾ | 800 ⁽⁴⁾ D \$ 122.0163 | 6,786 | D | |
| Common Stock | 09/30/2016 | | S ⁽²⁾ | 300 ⁽⁵⁾ D \$ 122.7603 | 6,486 | D ⁽⁶⁾ | |

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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) | Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|----------------------------|
| Employee Stock Option (Right to Buy) | \$ 46.16 | 09/30/2016 | | M | 1,800 | 12/09/2010 12/09/2019 | Common Stock | 1,800 |
| Performance Shares | <u>(7)</u> | 10/03/2016 | | A | <u>56</u> <u>(8)</u> | <u>(9)</u> 12/04/2016 | Common Stock | 56 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Etzel Steven W. 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204 | | | VP and Treasurer | |

Signatures

Karen A. Balistreri, Attorney-in-Fact for Steven W. Etzel
 Etzel
 10/04/2016

**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).

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 09/30/2016. The number of stock fund units represented by the

(1) 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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- (2) Shares exercised and sold pursuant to a Rule 10b5-1 trading plan entered into on May 24, 2016.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$120.02 to \$120.90. The reporting person

- (3) 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.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$121.55 to \$122.49. The reporting person

- (4) 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.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$122.68 to \$122.85. The reporting person

- (5) 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) Includes 670 shares held by the Company to implement restrictions on transfer unless and until certain conditions are met.

- (7) Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent).

On December 4, 2013, the reporting person was granted a target number of performance shares, with the payout from 0 to 200% of target

- (8) based on the Company's total shareowner return compared to the performance of companies in the S&P 500 Index over a three-year period. The payout was determined on October 3, 2016, resulting in the reported number of performance shares received.

Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent). The

- (9) performance shares vest on December 4, 2016, provided the reporting person is still an employee of the Company on that date, subject to limited exceptions.

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.