

ROCKWELL AUTOMATION INC

Form 4

December 06, 2016

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

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(Print or Type Responses)

1. Name and Address of Reporting Person *
Chand Sujeet

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)

12/04/2016

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

Sr VP & Chief Tech. Officer

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

MILWAUKEE, WI 53204

(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	(A) or (D)	Price		
Common Stock								6,074.92	I <u>(1)</u>
Common Stock	12/04/2016		M		260 <u>(5)</u>	A	\$ 0	37,355	D
Common Stock	12/05/2016		S <u>(6)</u>		592 <u>(7)</u>	D	\$ 135.9526	36,763	D <u>(8)</u>

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
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SEC 1474
(9-02)

displays a currently valid OMB control number.

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 of Underlying Securities (Instr. 3 and 4)
Common Stock Share Equivalents	(2)					(3) (3)	Common Stock 679.018
Performance Shares	(5)	12/04/2016		M	260	12/04/2016 12/04/2016	Common Stock 260

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
Chand Sujeet 1201 SOUTH SECOND STREET MILWAUKEE, WI 53204	Sr VP & Chief Tech. Officer

Signatures

Karen A. Balistreri, Attorney-in fact for Sujeet Chand 12/06/2016

__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 11/30/2016. 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.
- (2) Each unit is the economic equivalent of one share of Company common stock.
- (3) The share equivalents are payable in cash upon retirement or after termination of employment.
- (4)

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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 11/30/2016. The number of stock fund 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.

- (5) Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent).
- (6) Sale of shares pursuant to Rule 10b5-1 trading plan dated 5/25/2016 to cover taxes due on restricted stock and performance shares that vested on 12/04/2016.

Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$135.9475 to \$135.965. The reporting person
- (7) 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.
- (8) Includes 2,030 shares held by the 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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