

MCDERMOTT JOHN P

Form 4

December 06, 2018

**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

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
MCDERMOTT JOHN P

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)  
12/03/2018

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

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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3. Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired (A)<br>or Disposed of (D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form:<br>Direct (D)<br>or Indirect<br>(I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| Common<br>Stock                       | 12/03/2018                              |   | M                                    | (A)<br>or<br>(D)<br>7,100<br>(1)  | \$ 0   | 37,731  | D   |
| Common<br>Stock                       | 12/04/2018                              |   | S <sup>(3)</sup>                     | 1   | \$ 175.04  | 37,730  | D   |
| Common<br>Stock                       | 12/04/2018                              |   | S <sup>(3)</sup>                     | 3,833<br>(4)  | \$<br>176.0417   | 33,897  | D <sup>(5)</sup>  |

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**

SEC 1474  
(9-02)

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 Underlying Security (Instr. 3 and 4) |              |
|--|--|--------------------------------------|--|--------------------------------|---|--|---------------|---|--------------|
|  |  |                                      |  | Code                           | V   | (A)  | (D)           |   |              |
| Performance Shares                         | (1)  | 12/03/2018                           |  | M                              |   | 7,100  | 12/03/2018    | 12/03/2018  | Common Stock |
| Employee stock option (right to buy)       | \$ 171.46  | 12/04/2018                           |  | A                              |   | 11,100   | 12/04/2019(2) | 12/04/2028  | Common Stock |

## Reporting Owners

| Reporting Owner Name / Address                                      | Relationships                    |
|---|----------------------------------|
|   | Director 10% Owner Officer Other |
| MCDERMOTT JOHN P<br>1201 SOUTH SECOND STREET<br>MILWAUKEE, WI 53204 | Sr. Vice President               |

## Signatures

Karen A. Balistreri, Attorney-in-Fact for John P. McDermott 12/06/2018

\_\_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) Each performance share represents a contingent right to receive one share of Company common stock (or the cash equivalent).
- (2) The option vests in three substantially equal annual installments beginning on the date exercisable.
- (3) Sale of shares pursuant to Rule 10b5-1 trading plan dated 5/23/2018 to cover taxes due on restricted stock and performance shares that vested on 12/03/2018.
- Price reported in column 4 is a weighted average price. Shares sold at prices ranging from \$176.04 to \$176.24. 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.
- (5) Includes 1,510 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. 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.