

ROCKWELL AUTOMATION INC
Form DEF 14A
December 19, 2014

UNITED STATES
SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

SCHEDULE 14A

Proxy Statement Pursuant to Section 14(a) of the Securities
Exchange Act of 1934 (Amendment No.)

Filed by the Registrant

Filed by a Party other than the Registrant

Check the appropriate box:

Preliminary Proxy Statement

CONFIDENTIAL, FOR USE OF THE COMMISSION ONLY (AS PERMITTED
BY RULE 14a-6(e)(2))

Definitive Proxy Statement

Definitive Additional Materials

Soliciting Material Pursuant to §.240.14a-12

ROCKWELL AUTOMATION, INC

(Name of Registrant as Specified In Its Charter)

(Name of Person(s) Filing Proxy Statement, if other than the Registrant)

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(1) and 0-11.

(1) Title of each class of securities to which transaction applies:

(2) Aggregate number of securities to which transaction applies:

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(5) Total fee paid:

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**Check box if any part of the fee is offset as provided by Exchange Act
Rule 0-11(a)(2) and identify the filing for which the offsetting fee was paid
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- (1) Amount Previously Paid:
 - (2) Form, Schedule or Registration Statement No.:
 - (3) Filing Party:
 - (4) Date Filed:
-

2015

NOTICE OF
ANNUAL MEETING
AND PROXY STATEMENT

February 3, 2015 at 5:30 pm

Rockwell Automation, Inc.

1201 South Second Street

Milwaukee, Wisconsin 53204, USA

December 11, 2014

Dear Fellow Shareowner:

You are cordially invited to attend our 2015 Annual Meeting of Shareowners on Tuesday, February 3, 2015. The meeting will be held in Bradley Hall at our Global Headquarters in Milwaukee, Wisconsin. You will find information about the business to be conducted at the meeting in the attached notice of meeting and proxy statement. At the meeting, I will also review the Company's activities and performance during the last year and answer questions of general interest to shareowners. You can read more about our performance in the accompanying 2014 Annual Report and Form 10-K.

Your vote is important to us. Whether or not you plan to attend the meeting, it is important that your shares are represented and voted at the meeting. We encourage you to vote before the meeting by returning your proxy card or voting via the Internet or by telephone. If you decide to attend the meeting, you will still be able to vote in person, even if you previously submitted your proxy. Please follow the advance registration instructions on the outside back cover page of the proxy statement to obtain an admission card if you plan to attend.

We hope to see you at the meeting. Thank you for your continued support of Rockwell Automation.

Sincerely yours,

Keith D. Nosbusch

Chairman and Chief Executive Officer

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Rockwell Automation, Inc.

1201 South Second Street

Milwaukee, Wisconsin 53204, USA

Notice of 2015 Annual Meeting of Shareowners

To the Shareowners of ROCKWELL AUTOMATION, INC.:

The 2015 Annual Meeting of Shareowners of Rockwell Automation, Inc. will be held in Bradley Hall at the Rockwell Automation Global Headquarters, 1201 South Second Street, Milwaukee, Wisconsin, USA on Tuesday, February 3, 2015, at 5:30 p.m. (Central Standard Time) for the following purposes:

- (a)
to vote on whether to elect as directors the five nominees named in the accompanying proxy statement;
- (b)
to vote on a proposal to approve the selection by the Audit Committee of our Board of Directors of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2015;
- (c)
to vote on a proposal to approve on an advisory basis the compensation of our named executive officers;
- (d)
to vote on a proposal to amend our certificate of incorporation to provide for a majority vote standard in uncontested director elections; and
- (e)
to transact such other business as may properly come before the meeting.

Only shareowners of record at the close of business on December 8, 2014 may vote at the meeting.

By order of the Board of Directors.

Douglas M. Hagerman

Secretary

December 11, 2014

Note: The Board of Directors solicits votes by the execution and prompt return of the accompanying proxy in the enclosed return envelope or by use of the Company's telephone or Internet voting procedures.

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PROXY SUMMARY

This summary highlights information contained elsewhere in this proxy statement. This summary does not contain all of the information that you should consider, and you should read the entire proxy statement carefully before voting. Page references are supplied to help you find further information in this proxy statement.

Annual Meeting of Shareowners

- Date and Time: Tuesday, February 3, 2015 at 5:30 pm CST
- Location: Rockwell Automation Global Headquarters, 1201 South Second Street, Milwaukee, WI 53204
- Record Date: December 8, 2014

Who May Vote

You may vote if you were a shareowner of record at the close of business on the December 8, 2014 record date.

How to Cast Your Vote

You can vote by any of the following methods:

- Internet (www.proxyvote.com) until February 2, 2015;
- Telephone (**1-800-690-6903**) until February 2, 2015;
- Complete, sign and return your proxy by mail by January 29, 2015;

- If you hold shares in one of our savings plans, by Internet (www.proxyvote.com), telephone (1-800-690-6903) or mail by January 29, 2015; or

- In person, at the annual meeting: If you are a shareowner of record, your admission card will serve as proof of ownership. If you hold your shares through a broker, nominee or other intermediary, you must bring proof of ownership to the meeting.

Voting Matters

We are asking you to vote on the following proposals at the annual meeting:

	Board Vote	Page Reference
	Recommendation	(for more detail)
Election of Directors	FOR each Director Nominee	13
Approval of Auditors	FOR	50

Advisory Vote on Executive Compensation	FOR	51
Vote Standard for Uncontested Director Elections	FOR	53
Board and Governance Highlights (page 9)		

- All directors and nominees are independent (except our CEO)
 - Balanced director tenure – four directors have more than ten years of service and four (growing to five) have less than four years of service
 - Balanced director ages with three (growing to four) directors under age 60
 - None of our directors serve on more than three public company boards
 - Independent Lead Director
 - Diverse Board
 - Code of Conduct for all employees and directors
 - Stock ownership requirements for officers and directors
 - Anti-hedging and anti-pledging policies
 - Annual ethics training
- Board Nominees (page 13)

The Board increased its size in order to add Ms. Payne as a new director. The Board nominated Mr. Istock, who is beyond our normal retirement age, for election to an additional one-year term.

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The following table provides summary information about each director nominee.

Name	Age	Director Since	Occupation	Independent	Committee Memberships	Other Public Company Boards
Betty C. Alewine	66	2000	Retired President and Chief Executive Officer, COMSAT Corporation	Yes	<ul style="list-style-type: none"> • Compensation Committee • Technology and Corporate Responsibility Committee • Audit Committee 	2*
J. Phillip Holloman	59	2013	President and Chief Operating Officer, Cintas Corporation	Yes	<ul style="list-style-type: none"> • Technology and Corporate Responsibility Committee • Audit Committee 	0
Lawrence D. Kingsley	51	2013	Chairman and Chief Executive Officer, Pall Corporation	Yes	<ul style="list-style-type: none"> • Compensation Committee • Audit Committee 	1
Verne G. Istock <i>Lead Director</i>	74	2003	Retired Chairman and President, Bank One Corporation	Yes	<ul style="list-style-type: none"> • Board Composition and Governance Committee 	1
Lisa A. Payne	56	Nominee	Vice Chairman and Chief Financial Officer, Taubman Centers, Inc.	Yes		2

* Includes New York Life Insurance Company, a mutual insurance company.

Auditor (page 50)

We ask our shareowners to approve the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending September 30, 2015. Below is summary information about fees paid to Deloitte & Touche LLP for services provided in fiscal 2014 and 2013 (in millions):

Year Ended September 30	2014	2013
Audit Fees	\$ 5.66	\$ 5.65

Audit-Related Fees	0.13	0.20
Tax Fees	0.00	0.00
All Other Fees	0.01	0.00
TOTAL	\$ 5.80	\$ 5.85
Executive Compensation (page 29)		

Our executive compensation program is designed to attract and retain executive talent and emphasize pay for performance. Our compensation program includes base salary, annual incentive compensation, long-term incentives, defined benefit and defined contribution retirement plans and a very limited perquisite package. Our compensation program includes the following key principles:

- Compensation decisions are based on a number of factors, including market compensation rates, Company performance against pre-established goals and the relative share performance of the Company compared to the broader stock market, as well as the experience and contributions of individual executives.
- A significant portion of an executive's compensation is directly linked to our performance and the creation of shareowner value.
- Long-term incentives reward management for creating shareowner value and align the financial interests of executives and shareowners.
- Incentive compensation payouts vary significantly from year to year based on performance compared to goals.

We seek sustained growth and performance through various activities that depend on our executives for their planning and execution. We believe it is important to align the compensation of our leadership with this growth and performance strategy through pay for performance. We believe our shareowners support this philosophy based on the overwhelming level of shareowner support for the proposal to approve the compensation of our named executive officers presented at our 2014 annual meeting.

Advisory Vote to Approve Executive Compensation (page 51)

We ask our shareowners to approve on an advisory basis the compensation of our named executive officers. We believe our compensation programs and practices are appropriate and effective in implementing our compensation philosophy, support achieving our goals with appropriate levels of risk and are aligned with shareowner interests, including:

- a balanced mix of long-term incentives including stock options, performance shares and restricted stock to motivate long-term performance and reward executives for absolute gains in share price and relative performance based on total shareowner return compared to the S&P 500 Index;
- very limited perquisites;
- stock ownership requirements for officers;

- annual incentive compensation payouts tied directly to performance and capped at 200% of target, limiting excessive awards for short-term performance;
- multiple-year vesting of long-term incentive awards;
- absence of employment contracts with our named executive officers; and
- use of claw-back agreements and recoupment policy.

Proposal on Vote Standard for Uncontested Director Elections (page 53)

We ask our shareowners to approve an amendment to our certificate of incorporation to provide for a majority vote standard in uncontested director elections.

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Rockwell Automation, Inc.

PROXY STATEMENT

2015 Annual Meeting

The 2015 Annual Meeting of Shareowners of Rockwell Automation, Inc. will be held at 5:30 p.m. (Central Standard Time) on February 3, 2015, for the purposes set forth in the accompanying Notice of 2015 Annual Meeting of Shareowners. This proxy statement and the accompanying proxy are furnished in connection with the solicitation by our Board of Directors of proxies to be used at the meeting and at any adjournment of the meeting. We will refer to your company in this proxy statement as “we,” “us,” “our,” the “Company” or “Rockwell Automation.”

Rockwell Automation

We are a leading global provider of industrial automation power, control, and information solutions that help manufacturers achieve a competitive advantage for their businesses. Our products, solutions and services are designed to meet our customers’ needs to reduce total cost of ownership, maximize asset utilization, improve time to market and reduce enterprise business risk.

The Company continues the business founded as the Allen-Bradley Company in 1903. The privately-owned Allen-Bradley was a leading North American manufacturer of industrial automation equipment when the former Rockwell International Corporation (RIC) purchased it in 1985.

We were incorporated in Delaware in connection with a tax-free reorganization completed on December 6, 1996, pursuant to which we divested our former aerospace and defense business (the A&D Business) to The Boeing Company. In the reorganization, RIC contributed all of its businesses, other than the A&D Business, to us and distributed all of our capital stock to RIC’s shareowners. Boeing then acquired RIC. RIC was incorporated in 1928.

Our principal executive office is located at 1201 South Second Street, Milwaukee, Wisconsin 53204, USA. Our telephone number is +1(414) 382-2000 and our website is located at www.rockwellautomation.com. Our common stock trades on the NYSE under the symbol ROK.

GENERAL INFORMATION ABOUT THE MEETING AND VOTING

Distribution and Electronic Availability of Proxy Materials

This year we are once again taking advantage of Securities and Exchange Commission (SEC) rules that allow companies to furnish proxy materials to shareowners via the Internet. If you received a Notice of Internet Availability of Proxy Materials (Notice) by mail, you will not receive a printed copy of the proxy materials unless you specifically request one. The Notice instructs you on how to access and review this proxy statement and our 2014 Annual Report as well as how to vote by Internet. If you received the Notice and would still like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials included in the Notice.

We will mail the Notice to certain shareowners by December 24, 2014. We will continue to mail a printed copy of this proxy statement and form of proxy to certain shareowners and we expect that mailing to begin on December 19, 2014.

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Shareowners Sharing the Same Address

SEC rules permit us to deliver only one copy of our annual report and this proxy statement or the Notice to multiple shareowners who share the same address and have the same last name, unless we received contrary instructions from a shareowner. This delivery method, called “householding,” reduces our printing and mailing costs. Shareowners who participate in householding will continue to receive separate proxy cards.

We will deliver promptly upon written or oral request a separate copy of our annual report and proxy statement or Notice to any shareowner who received these materials at a shared address. To receive a separate copy, please write or call Rockwell Automation Shareowner Relations, 1201 South Second Street, Milwaukee, Wisconsin 53204, USA, telephone: +1 (414) 382-8410.

If you are a holder of record and would like to revoke your householding consent and receive a separate copy of our annual report and proxy statement or Notice in the future, please contact Broadridge Financial Solutions, Inc. (Broadridge), either by calling +1 (800) 542-1061 (toll free in the United States and Canada only) or by writing to Broadridge, Householding Department, 51 Mercedes Way, Edgewood, New York 11717, USA. You will be removed from the householding program within 30 days.

Any shareowners of record who share the same address and wish to receive only one copy of future Notices, proxy statements and annual reports for your household should contact Rockwell Automation Shareowner Relations at the address or telephone number listed above.

If you hold your shares in street name with a broker or other nominee, please contact them for information about householding.

What am I voting on?

You will be voting on whether to:

- elect as directors the five nominees named in this proxy statement;
- approve the selection by the Audit Committee of Deloitte & Touche LLP (D&T) as our independent registered public accounting firm for fiscal year 2015 (the D&T appointment);
- approve on an advisory basis the compensation of our named executive officers; and
- approve a proposal regarding the vote standard for uncontested director elections.

Who is entitled to vote at the Annual Meeting?

Only holders of record of our common stock at the close of business on December 8, 2014, the record date for the meeting, may vote at the Annual Meeting. Each shareowner of record is entitled to one vote for each share of our common stock held on the record date. On December 8, 2014, 135,640,898 shares of our common stock were outstanding and entitled to vote.

You are considered a holder of record of our common stock if your shares are registered directly in your name with our transfer agent, Wells Fargo Shareowner Services. If you hold shares through a bank, broker or other nominee, you are considered a “beneficial owner” of shares held in “street name”. If you hold shares in street name on the record date, you are entitled to vote them through your bank, broker or nominee who will send you these proxy materials and voting instructions.

Who may attend the Annual Meeting?

Shareowners as of December 8, 2014, the record date, or individuals holding their duly appointed proxies, may attend the Annual Meeting. Please note that if you hold your shares in street name through a broker or other nominee, you will need to provide a copy of a brokerage statement reflecting your stock ownership as of the record date to be admitted to the Annual Meeting. Instructions for obtaining an admittance card are on the outside back cover page of this proxy statement. You will find directions and instructions for parking and entering the building on your admittance card.

How do I vote my shares?

We encourage shareowners to vote their shares in advance of the Annual Meeting even if they plan to attend. Shareowners may vote in person at the Annual Meeting. If you are a record holder and wish to vote in person at the meeting, you may vote by obtaining a ballot at the meeting. If you hold your shares in street name and wish to vote in person at the meeting, you should contact your broker or other nominee to obtain a broker’s proxy card and bring it, together with proper identification and your brokerage statement reflecting your stock ownership as of the record date, to the meeting.

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In addition you may vote by proxy:

- if you received a Notice, by submitting the proxy over the Internet by following the instructions on the Notice; and

- if you received a paper copy of the proxy materials:

—
for shareowners of record and participants in our savings plans and Wells Fargo Shareowner Services Plus Plan (dividend reinvestment and stock purchase plan), by completing, signing and returning the enclosed proxy card or direction card, or via the Internet or by telephone; or

—
for shares held in street name, by using the method directed by your broker or other nominee. You may vote over the Internet or by telephone if your broker or nominee makes those methods available, in which case they will provide instructions with your proxy materials.

How will my proxy be voted?

If you properly complete, sign and return a proxy or use our telephone or Internet voting procedures to authorize the named proxies to vote your shares, your shares will be voted as specified. If your proxy card is signed but does not contain specific instructions, your shares will be voted as recommended by our Board of Directors, subject to applicable New York Stock Exchange (NYSE) regulations.

For shareowners participating in our savings plans or in the Wells Fargo Shareowner Services Plus Plan, the trustee or administering bank will vote the shares that it holds for a participant's account only in accordance with instructions given in a signed, completed and returned proxy card or direction card, or in accordance with instructions given pursuant to our Internet or telephone voting procedures. If they do not receive instructions, the shares will not be voted. To allow sufficient time for voting by the trustees of the savings plans, your voting instructions for shares held in the plans must be received by January 29, 2015.

May I change my proxy after I vote my shares?

For shareowners of record, you may revoke or change your proxy at any time before it is voted at the Annual Meeting by:

- delivering a written notice of revocation to the Secretary of the Company;

- submitting a properly signed proxy card with a later date;

- casting a later vote using the telephone or Internet voting procedures; or

- voting in person at the Annual Meeting (except for shares held in the savings plans).

If you hold your shares in street name, you must contact your broker or other nominee to revoke or change your proxy. Your proxy is not revoked simply because you attend the Annual Meeting.

Will my vote be confidential?

It is our policy to keep confidential all proxy cards, ballots and voting tabulations that identify individual shareowners, except (i) as may be necessary to meet any a