

ROCKWELL AUTOMATION INC
Form 8-K
November 09, 2006

**UNITED STATES
SECURITIES AND EXCHANGE COMMISSION**

Washington, DC 20549

**FORM 8-K
CURRENT REPORT**

Pursuant to Section 13 or 15(d) of the Securities Exchange Act of 1934

Date of Report (Date of earliest event reported): November 9, 2006 (November 6, 2006)

Rockwell Automation, Inc.

(Exact Name of Registrant as Specified in Charter)

Delaware
(State or Other Jurisdiction
of Incorporation)

1-12383
(Commission
File Number)

25-1797617
(IRS Employer
Identification No.)

**1201 South Second Street
Milwaukee, Wisconsin 53204**
(Address of Principal Executive Offices) (Zip Code)

(414) 382-2000
(Registrant's telephone number, including area code)

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions:

Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)

Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)

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Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))

Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))

INFORMATION TO BE INCLUDED IN THE REPORT

Item 1.01. Entry into a Material Definitive Agreement.

On November 6, 2006, we entered into a definitive agreement (the Agreement) to sell our Dodge(R) mechanical and Reliance Electric(TM) motors and motor repair services businesses to Baldor Electric Company (Baldor) for \$1.8 billion. The purchase price will be comprised of \$1.75 billion in cash and \$50 million in Baldor common stock. The purchase price is subject to adjustment based on the working capital of the businesses being sold as provided in the Agreement. The Agreement includes representations, warranties and covenants from both parties customary in transactions of this type.

The transaction is expected to be completed in the second quarter of our fiscal 2007 and is subject to customary closing conditions and necessary regulatory approvals.

A copy of the Agreement is filed herewith as Exhibit 99 and is incorporated herein by reference.

Item 9.01. Financial Statements and Exhibits.

(d) Exhibits

99 Purchase Agreement, dated as of November 6, 2006, by and among Rockwell Automation, Inc., Rockwell Automation of Ohio, Inc., Rockwell Automation Canada Control Systems, Grupo Industrias Reliance S.A. de C.V., Rockwell International GmbH and Baldor Electric Company

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SIGNATURE

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned hereunto duly authorized.

ROCKWELL AUTOMATION, INC.
(Registrant)

By /s/ Douglas M. Hagerman

Douglas M. Hagerman
Senior Vice President, General Counsel
and Secretary

Date: November 9, 2006

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EXHIBIT INDEX

Exhibit
Number

Description

99

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