

ROCKWELL AUTOMATION INC

Form DEF 14A

December 14, 2005

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

**SCHEDULE 14A
(Rule 14a-101)**

INFORMATION REQUIRED IN PROXY STATEMENT

SCHEDULE 14A INFORMATION

**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
Section 240.14a-11(c)
or Section 240.14a-2.

Rockwell Automation, Inc.

(Name of Registrant as Specified In Its Charter)

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

Payment of Filing Fee (Check the appropriate box):

No fee required.

Fee computed on table below per Exchange Act Rules 14a-6(i)(4) and 0-12.

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

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

(3) Per unit price or other underlying value of transaction computed pursuant to Exchange Act Rule 0-11
(Set forth the amount on which the filing fee is calculated and state how it was determined):

(4) Proposed maximum aggregate value of transaction:

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Fee paid previously with preliminary materials.

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 previously. Identify the previous filing by registration statement number, or the Form or Schedule and the date of its filing.

(1) Amount Previously Paid:

(2) Form, Schedule or Registration Statement No.:

(3) Filing Party:

(4) Date Filed:

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December 14, 2005

Dear Shareowner:

You are cordially invited to attend our 2006 Annual Meeting of Shareowners.

The meeting will be held in the Grand Ballroom at The Pfister Hotel, 424 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, February 1, 2006, at 10 a.m. (Central Standard Time). At the meeting I will report on the Corporation's activities and performance during the past fiscal year and we will discuss and act on the matters described in the Proxy Statement. At this year's meeting, you will have an opportunity to vote on the election of three directors and approve the selection of Deloitte & Touche LLP as our independent auditors. Shareowners will then have an opportunity to comment on or to inquire about the affairs of the Corporation that may be of interest to shareowners generally.

Your vote is important to us. Whether or not you plan to attend the meeting, please return your proxy card as soon as possible. You also have the option of voting via the Internet or by phone.

If you plan to attend the meeting, please request an admittance card in one of the ways described on the last page of the Proxy Statement.

We sincerely hope that as many shareowners as can conveniently attend will do so.

We have enclosed the Proxy Statement for our 2006 Annual Meeting of Shareowners and our 2005 Annual Report. I hope you find them interesting and useful in understanding your company.

Sincerely yours,

Keith D. Nosbusch

Chairman and Chief Executive Officer

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Rockwell Automation, Inc.

777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202
Notice of 2006 Annual Meeting of Shareowners

**To the Shareowners of
ROCKWELL AUTOMATION, INC.:**

The 2006 Annual Meeting of Shareowners of Rockwell Automation, Inc. will be held in the Grand Ballroom at The Pfister Hotel, 424 East Wisconsin Avenue, Milwaukee, Wisconsin, on Wednesday, February 1, 2006, at 10 a.m. (Central Standard Time) for the following purposes:

- (a) to elect three members of our Board of Directors with terms expiring at the Annual Meeting in 2009;
- (b) to consider and 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 (auditors) for fiscal year 2006; and
- (c) to transact such other business as may properly come before the meeting.

Only shareowners of record at the close of business on December 5, 2005 will be entitled to notice of, and to vote at, the meeting.

By order of the Board of Directors.

Douglas M. Hagerman

Secretary

December 14, 2005

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 Corporation's telephone or Internet voting procedures.

Rockwell Automation, Inc.
2006 Proxy Statement
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Rockwell Automation, Inc.
Proxy Statement
2006 ANNUAL MEETING

The 2006 Annual Meeting of Shareowners of Rockwell Automation, Inc. will be held on February 1, 2006, for the purposes set forth in the accompanying Notice of 2006 Annual Meeting of Shareowners. This proxy statement and the accompanying proxy, which are first being sent to shareowners on or about December 15, 2005, are furnished in connection with the solicitation by the Board of Directors of proxies to be used at the meeting and at any adjournment thereof. We will refer to your company in this proxy statement as we, us, the Corporation or Rockwell Automation.

GENERAL INFORMATION ABOUT THE ANNUAL MEETING AND VOTING

What am I Voting On?

You will be voting on the following:

the election of three members of our Board of Directors; and

the approval of the appointment of Deloitte & Touche LLP (D&T) as our independent registered public accounting firm (auditors) for fiscal year 2006.

Who is Entitled to Vote at the Annual Meeting?

Only holders of record of the Corporation's Common Stock at the close of business on December 5, 2005, the record date for the meeting, may vote at the Annual Meeting. Each shareowner is entitled to one vote for each share of our Common Stock held on the record date. On December 5, 2005, we had outstanding 178,810,582 shares of our Common Stock.

Who May Attend the Annual Meeting?

All shareowners as of the record date, or individuals holding their duly appointed proxies, may attend the Annual Meeting. Please note that if you hold your shares through a broker or other nominee (in street name), 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.

How Do I Vote My Shares?

All shareowners may vote in person at the Annual Meeting. If your shares are held in street name, 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, with you to the Annual Meeting, in order to vote your shares. In addition you may vote:

for shareowners of record and participants in our savings plans and Mellon Investor Services Program (dividend reinvestment and stock purchase plan), by completing, signing and returning the enclosed proxy card in the postage-paid envelope provided, 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 duly execute 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.

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For shareowners participating in our savings plans or in the Mellon Investor Services Program (dividend reinvestment and stock purchase 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 the returned proxy, or in accordance with instructions given pursuant to our Internet or telephone voting procedures. Where no instructions are received, the shares will not be voted.

May I Revoke My Proxy?

For shareowners of record, whether you vote by mail, telephone or via the Internet, you may revoke your proxy at any time before it is voted by:

delivering a written notice of revocation to the Secretary of the Corporation;

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 your shares are held in street name, you must contact your broker or other nominee to revoke 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 as may be necessary to meet any applicable legal requirements and, in the case of any contested proxy solicitation, as may be necessary to permit proper parties to verify the propriety of proxies presented by any person and the results of the voting. The inspectors of election and any employees involved in processing proxy cards or ballots and tabulating the vote are required to comply with this policy of confidentiality.

How Many Votes are Needed to Elect Directors and Approve the Selection of Auditors?

Directors are elected by a plurality of votes cast. This means that the three nominees for election as directors who receive the greatest number of votes cast by the holders of our Common Stock entitled to vote at the meeting, a quorum being present, will become directors. An affirmative vote of the holders of a majority of the voting power of our Common Stock present in person or represented by proxy and entitled to vote on the matter, a quorum being present, is necessary to approve the proposal to approve the selection of D&T as our auditors.

How are Votes Counted?

Under Delaware law and our Restated Certificate of Incorporation and By-Laws, all votes entitled to be cast by shareowners present in person or represented by proxy at the meeting and entitled to vote on the subject matter, whether those shareowners vote for, against or abstain from voting, will be counted for purposes of determining the minimum number of affirmative votes required for approval of the proposal to approve the selection of D&T as our auditors. The shares of a shareowner who abstains from voting on a matter or whose shares are not voted by reason of a broker non-vote on a particular matter will be counted for purposes of determining whether a quorum is present at the meeting so long as the shareowner is present in person or represented by proxy. An abstention from voting on a matter by a shareowner present in person or represented by proxy at the meeting has no effect in the election of directors but has the same legal effect as a vote against the proposal to approve the selection of D&T as our auditors. A broker non-vote on a matter has no effect in the election of directors or on the approval of the proposal to approve the selection of D&T as our auditors.

Can I Receive Electronic Access to Shareowner Materials?

You can save the Corporation printing and mailing costs by electing to access proxy statements, annual reports and related materials electronically instead of receiving these documents in print. To enroll for these services, please go to www.icsdelivery.com/rockwellauto or visit our website at www.rockwellautomation.com,

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click on the heading: About Us, then the heading: Investor Relations , then the heading Shareowner Information, Transfer Agent & Dividends . If you own your shares through a broker or other nominee, you may contact them directly to request electronic access.

You must have an e-mail account and access to a computer and the Internet and expect to have such access in the future to be eligible for electronic access to such materials. Selecting this option means that you will no longer receive a printed copy of our annual report and proxy statement unless you request one.

Your consent to electronic access will be effective until you revoke it. You may cancel your consent at no cost to you at any time by going to www.icsdelivery.com/rockwellauto and following the instructions or by contacting your broker or other nominee.

ROCKWELL AUTOMATION

We are a leading global provider of industrial automation power, control and information products and services. We were incorporated in 1996 and are the successor to the former Rockwell International Corporation, which was incorporated in 1928, as the result of a tax-free reorganization completed December 6, 1996. We changed our name to Rockwell Automation, Inc. in February 2002. Our principal executive office is located at 777 East Wisconsin Avenue, Suite 1400, Milwaukee, Wisconsin 53202. Our telephone number is (414) 212-5299 and our website is located at www.rockwellautomation.com. Our Common Stock trades on the New York Stock Exchange (NYSE) under the symbol ROK.

STOCK OWNERSHIP BY CERTAIN BENEFICIAL OWNERS

The following table shows, as of December 5, 2005, information with respect to the persons known to us, based on statements filed with the Securities and Exchange Commission (SEC) pursuant to Section 13(d) or 13(g) of the Securities Exchange Act of 1934 (Securities Exchange Act) or otherwise furnished to us, to be the beneficial owners of more than 5% of our Common Stock.

| Title of Class | Name and Address of Beneficial Owner | Shares | Percent of Class⁽¹⁾ |
|-----------------------|--|---------------------------|---------------------------------------|
| Common Stock | Fidelity Management Trust Company, as Trustee ⁽²⁾ 300 Puritan Way Marlborough, MA 01752 | 13,437,984 ⁽²⁾ | 7.5% |

⁽¹⁾ The percent of class owned has been computed in accordance with Rule 13d-3(d)(1) under the Securities Exchange Act.

⁽²⁾ Shares are held as trustee under our savings plans for approximately 20,200 participating employees and former employees of the Corporation or its predecessors. Our Common Stock represents only one of many investment alternatives under the plans that can be selected by plan participants. Participants can reallocate their investments within these plans at any time (to the extent vested) and in their sole discretion, subject to our insider trading policy. The trustee will vote the shares held on account of participants in the plans in accordance with written instructions from the participants, or instructions from the participants given pursuant to our telephone or Internet voting procedures. Where no instructions are received, the shares will not be voted. The trustee has no investment power with respect to the shares held on account of participants.

ELECTION OF DIRECTORS

Our Restated Certificate of Incorporation provides that the Board of Directors will consist of three classes of directors serving staggered three-year terms that are as nearly equal in number as possible. One class of directors is elected each year with terms extending to the third succeeding Annual Meeting after election.

The terms of three directors expire at the 2006 Annual Meeting. These directors have been designated by the Board, upon the recommendation of the Board Composition and Governance Committee, as nominees for election as directors at the 2006 Annual Meeting with terms expiring at the 2009 Annual Meeting.

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Proxies properly submitted will be voted at the meeting, unless authority to do so is withheld, for the election of the three nominees specified in *Nominees for Election as Directors for Terms Expiring in 2009* below. If for any reason any of those nominees is not a candidate when the election occurs (which is not expected), proxies and shares properly authorized to be voted will be voted at the meeting for the election of a substitute nominee or, instead, the Board of Directors may reduce the number of directors.

INFORMATION AS TO NOMINEES FOR DIRECTORS AND CONTINUING DIRECTORS

For each director nominee and each continuing director, we have stated the nominee's or continuing director's name, age (as of December 14, 2005) and principal occupation; the position, if any, with the Corporation; the period of service as a director of the Corporation (or a predecessor corporation); and other directorships held.

NOMINEES FOR ELECTION AS DIRECTORS FOR TERMS EXPIRING IN 2009

Betty C. Alewine **Director Since 2000**
Age 57

Retired President and Chief Executive Officer, COMSAT Corporation (Global Satellite Services and Digital Networking Services and Technology). Ms. Alewine joined COMSAT in 1986 as Vice President of Sales and Marketing, and then served as the Vice President and General Manager and in 1994 as President of COMSAT International, the company's largest operating unit. Ms. Alewine was named Chief Executive Officer of COMSAT in July 1996 and served in that position until the merger of COMSAT and Lockheed Martin Corporation in August 2000. Ms. Alewine is a director of the New York Life Insurance Company and The Brink's Company. She also serves as a director or member of a number of civic and charitable organizations.

Verne G. Istock **Director Since 2003**
Age 65

Retired Chairman and President, Bank One Corporation (now part of JPMorgan Chase & Co.) (Financial Holding Company). Mr. Istock served as Chairman of the Board of Bank One Corporation from October 1998, following completion of the merger of First Chicago NBD Corporation and Banc One Corporation, until October 1999, and as President of Bank One Corporation from October 1999 until September 2000. He served as Acting Chief Executive Officer of Bank One Corporation from December 1999 until March 2000. He served as Chairman of First Chicago NBD from 1996 to 1998 and as President and Chief Executive Officer of First Chicago NBD from 1995 to 1998. Mr. Istock is a director of Kelly Services, Inc. and Masco Corporation. He also serves as a director or member of a number of civic and community organizations.

David B. Speer **Director Since 2003**
Age 54

President and Chief Executive Officer, Illinois Tool Works Inc. (Engineered Components and Industrial Systems and Consumables). Mr. Speer joined Illinois Tool Works in 1978. In October 1995, he was elected Executive Vice President of worldwide construction products businesses and in 2003 assumed similar responsibilities for the company's Wilsonart businesses. He was elected President of Illinois Tool Works in August 2004 and Chief Executive Officer in August 2005. Mr. Speer is a member of the Chicago Economic Club and the American Management Association and also a director or member of a number of other business and community organizations.

The Board of Directors recommends that you vote FOR the election as directors of the three nominees described above, which is presented as item (a).

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CONTINUING DIRECTORS WITH TERMS EXPIRING IN 2007

Don H. Davis, Jr. **Director Since 1995**
Age 66

Retired Chairman and Chief Executive Officer. Mr. Davis retired as our Chairman of the Board in February 2005. He served as our Chairman since February 1998 and as Chief Executive Officer from October 1997 until February 2004. Mr. Davis is a director of Ciena Corporation, Illinois Tool Works Inc. and Journal Communications, Inc. He is a member of The Business Council and The Business Roundtable, former Chairman of the Board of Governors of the National Electrical Manufacturers Association and also a director, trustee or member of a number of other business, educational and civic organizations.

Barry C. Johnson, Ph.D. **Director Since 2005**
Age 62

Dean, College of Engineering, Villanova University. Dr. Johnson has served as Dean, College of Engineering, Villanova University since August 2002. He served as Chief Technology Officer of Honeywell International Inc. (diversified technology and manufacturing company) from July 2000 to April 2002. Prior to that, Dr. Johnson served as Corporate Vice President of Motorola, Inc. (global communications company) and Chief Technology Officer for that company's Semiconductor Product Sector. Dr. Johnson also serves as a director of Cytex Industries Inc.

William T. McCormick, Jr. **Director Since 1989**
Age 61

Retired Chairman of the Board and Chief Executive Officer, CMS Energy Corporation (Diversified Energy). Mr. McCormick served as Chairman of the Board and Chief Executive Officer of CMS Energy Corporation from November 1985 until May 2002. Before joining CMS, he had been Chairman and Chief Executive Officer of American Natural Resources Company (natural gas company) and Executive Vice President and a director of its parent corporation, The Coastal Corporation (energy holding company).

Keith D. Nosbusch **Director Since 2004**
Age 54

Chairman of the Board, President and Chief Executive Officer. Mr. Nosbusch has been our Chairman of the Board since February 2005 and our President and Chief Executive Officer since February 2004. He served as Senior Vice President and President, Rockwell Automation Control Systems from November 1998 until February 2004. Mr. Nosbusch

is a director of The Manitowoc Company, Inc. and serves as a director or member of a number of business, civic and community organizations.

CONTINUING DIRECTORS WITH TERMS EXPIRING IN 2008

Bruce M. Rockwell

Director Since 1969

Age 66

Retired Executive Vice President, Fahnstock & Co. Inc. (now part of Oppenheimer & Co., Inc.) (Investment Banking), member New York Stock Exchange. Mr. Rockwell joined First of Michigan Corporation (investment banking) in 1961, was elected Senior Vice President in 1983, and was named Vice Chairman, First of Michigan Division of Fahnstock & Co. Inc. in March 1998 following the acquisition of First of Michigan by Fahnstock & Co. He is past chairman of the Municipal Advisory Council of Michigan and past President of the Bond Club of Detroit.

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Joseph F. Toot, Jr. **Director Since 1977**

Age 70

Retired President and Chief Executive Officer, The Timken Company (Tapered Roller Bearings and Specialty Steel). Mr. Toot joined The Timken Company in 1962 and served in various senior executive positions until his election as President in 1979 and Chief Executive Officer in 1992. He retired as President and Chief Executive Officer of Timken in December 1997 and then served as Chairman of the Executive Committee from January 1998 until April 2000. Mr. Toot has served as a director of Timken since 1968. He is also a director of Rockwell Collins, Inc. and a member of the Supervisory Board of PSA Peugeot Citroën.

Kenneth F. Yontz **Director Since 2002**

Age 61

Chairman of the Board, Sybron Dental Specialties Inc. (Dental Supplies, Orthodontic Appliances and Related Products). Mr. Yontz has been Chairman of the Board of Sybron Dental Specialties since October 2000. Mr. Yontz served as Chairman of the Board of Apogent Technologies Inc. (laboratory and life sciences company) (successor company to Sybron International Corporation) from December 1987 until August 2004, and as President and Chief Executive Officer from October 1987 until December 2000. Mr. Yontz is a director of AMN Healthcare Services, Inc. He also serves as a director or member of a number of civic and community organizations.

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Our business is managed under the direction of the Board of Directors. The Board has established several committees, the Audit Committee, the Board Composition and Governance Committee, the Compensation and Management Development Committee and the Technology, Environmental and Social Responsibility Committee, whose principal functions are briefly described below. The duties and responsibilities of each committee are set forth in committee charters that are available on our website at www.rockwellautomation.com; click on the heading: About Us, then the heading: Investor Relations, then the heading: Corporate Governance. The committee charters are also available in print to any shareowner upon request. In the 2005 fiscal year, the Board held seven meetings. Average attendance by incumbent directors at Board and committee meetings was 99%, and all of the directors attended 94% or more of the meetings of the Board and the committees on which they served. Directors are expected to attend the Annual Meeting of Shareowners. All directors attended the 2005 Annual Meeting.

The Board has reviewed the independence of its members considering categorical standards adopted by the Board to assist in determining independence, the independence criteria of the NYSE and any other commercial, industrial, banking, consulting, legal, accounting, charitable and familial relationships between the directors and the Corporation. Based on this review, the Board has determined that none of the current directors, other than Mr. Nosbusch and Mr. Davis (who are current and former employees, respectively, of the Corporation), has a material relationship with the Corporation and each of our current directors (other than Mr. Nosbusch and Mr. Davis) meets the independence requirements of the NYSE.

The Board's categorical standards provide that the following relationships are deemed to be immaterial and would not in and of themselves impair a director's independence:

a director is an executive officer or current employee, or an immediate family member of such director is a current executive officer, of a company that has made payments to, or received payments from, the Corporation or any of its subsidiaries for property or services in an amount which in any of the last three fiscal years of the Corporation does not exceed the greater of \$1 million or 2% of such other company's consolidated gross revenues;

a director is an executive officer or employee, or an immediate family member of such director is an executive officer, of another company that is indebted to the Corporation or to which the Corporation is indebted, and the total amount of either company's indebtedness to the other is less than 2% of the total consolidated assets of each of the Corporation and such other company; or

a director serves as an executive officer of a tax exempt organization and within the preceding three years, the Corporation's discretionary charitable contributions (excluding the amount of any matching contributions under the Corporation's Matching Gifts Program) to the tax exempt organization in any fiscal year of the Corporation are not more than the greater of \$1 million or 2% of the tax exempt organization's consolidated gross revenues.

The non-management directors meet in executive session without the presence of any corporate officer or member of management in conjunction with regular meetings of the Board. A director designated by the non-management directors chairs the session. The non-management directors' practice is to designate the Chairman of one of the Board Committees as chair, in part depending upon whether the principal items to be considered at the session are within the scope of the applicable Committee. The independent directors meet in executive session at least once a year.

Audit Committee. The members of the Audit Committee are Verne G. Istock (Chairman), Bruce M. Rockwell, David B. Speer and Kenneth F. Yontz. All members of the Audit Committee are non-employee directors who meet the independence and financial literacy standards and requirements of the NYSE and the SEC. The Audit Committee assists the Board in overseeing our accounting and financial reporting processes, our internal control and disclosure control systems, the integrity and audits of our financial statements, our compliance with legal and regulatory requirements, the qualifications and independence of our independent auditors and the performance of our internal audit function and independent auditors. The Committee's duties and responsibilities are set forth in the Audit Committee Charter, which include: appointment of independent auditors, subject to shareowner approval; approval of

all audit, audit-related and permitted non-audit fees and services of the independent auditors; review with the independent

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auditors and management the annual audited and quarterly financial statements; discussion periodically with management of quarterly earnings releases; and review with the independent auditors and management of the quality and adequacy of internal controls. The Audit Committee met seven times during the 2005 fiscal year. The Board has determined that Messrs. Istock, Speer and Yontz qualify as audit committee financial experts as defined by the SEC.

Board Composition and Governance Committee. The members of the Board Composition and Governance Committee are William T. McCormick, Jr. (Chairman), Verne G. Istock, Joseph F. Toot, Jr. and Kenneth F. Yontz. The principal functions of the Board Composition and Governance Committee are to consider and recommend to the Board qualified candidates for election as directors of the Corporation and to consider matters of corporate governance. The Committee annually assesses and reports to the Board on the performance of the Board of Directors as a whole and of the individual directors. The Committee also recommends to the Board the members of the committees of the Board and the terms of our Guidelines on Corporate Governance. All members of the Committee are independent directors as defined by the NYSE. The Committee met four times during the 2005 fiscal year.

The Committee will consider candidates for director recommended by shareowners. Shareowners wishing to recommend director candidates can do so by writing to the Secretary of the Corporation at 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202. The recommendation must include the candidate's name, biographical data and qualifications and any other information required by the SEC to be included in a proxy statement with respect to a director nominee. Any such recommendation must be accompanied by a written statement from the candidate indicating his or her willingness to serve if nominated and elected. The recommending shareowner also must provide evidence of being a shareowner of record of our Common Stock at that time.

The Committee, the Chairman and Chief Executive Officer or other members of the Board may identify a need to add new members to the Board or fill a vacancy on the Board. In that case, the Committee will initiate a search for qualified director candidates, seeking input from senior management and Board members, and to the extent it deems it appropriate, outside search firms. The Committee will evaluate qualified candidates and then make its recommendation to the Board for its consideration and approval.

In making its recommendations to the Board with respect to director candidates, the Committee considers various criteria set forth in our Board Membership Criteria (see Exhibit A to the Committee's Charter), including experience, professional background, specialized expertise and concern for the best interests of shareowners as a whole. In addition, directors must be of the highest character and integrity, be free of conflicts of interest with the Corporation, and have sufficient time available to devote to the affairs of the Corporation. The Committee from time to time reviews with the Board our Board Membership Criteria in the context of the current composition of the Board and our circumstances.

The Committee will evaluate properly submitted shareowner recommendations under substantially the same criteria and in substantially the same manner as other potential candidates.

In addition to recommending director candidates to the Committee, shareowners may also nominate candidates for election to the Board at annual shareowner meetings by following the procedures set forth in our By-Laws. See Shareowner Proposals for Annual Meeting in 2007 set forth later in this proxy statement.

Compensation and Management Development Committee. The members of the Compensation and Management Development Committee are Joseph F. Toot, Jr. (Chairman), Betty C. Alewine, William T. McCormick, Jr. and Bruce M. Rockwell. All members of the Committee are independent directors as defined by the NYSE and are not eligible to participate in any of our plans or programs administered by the Committee, except our 2003 and 1995 Directors Stock Plans. The principal functions of the Compensation and Management Development Committee are to evaluate the performance of our senior executives and plans for management succession and development, review the design and competitiveness of our compensation plans, review and approve salaries of corporate officers and review the salary plan for other executives who are direct reports to the Chief Executive Officer, review and approve corporate goals and objectives and administer our incentive, deferred compensation and long-term incentives plans pursuant to

the terms of the respective plans. The Committee determines salaries, incentive compensation and long-

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term incentive awards for all corporate officers. The Committee met three times and acted on two occasions by written consent in lieu of a meeting during the 2005 fiscal year.

Technology, Environmental and Social Responsibility Committee. The members of the Technology, Environmental and Social Responsibility Committee are Bruce M. Rockwell (Chairman), Betty C. Alewine, Barry C. Johnson and David B. Speer. All members of the Committee are independent directors as defined by the NYSE. The Committee reviews and assesses our technological activities as well as our policies and practices in the following areas: employee relations, with emphasis on diversity and inclusiveness; the protection and enhancement of the environment and energy resources; product integrity and safety; employee health and safety; and community and civic relations, including programs for and contributions to educational, cultural and other social institutions. The Committee met twice during the 2005 fiscal year.

Shareowner Communications to the Board and Ombudsman. Shareowners may send communications to the Board, an individual director, the non-management directors as a group, or a specified Board Committee at the following address:

Rockwell Automation, Inc.
c/o Corporate Secretary
777 East Wisconsin Avenue, Suite 1400
Milwaukee, WI 53202
Attn: Board of Directors

The Secretary will receive and process all communications before forwarding them to the addressee. The Secretary will forward all communications unless the Secretary determines that a communication is a business solicitation or advertisement, or requests general information about us.

In accordance with procedures approved by the Audit Committee, concerns about accounting, internal controls or auditing matters should be reported to the Ombudsman as outlined in our Standards of Business Conduct, which are available on our website at www.rockwellautomation.com; please click on the heading: About Us , then the heading:

Who We Are , then the heading: Ethics . The Ombudsman is required to report promptly to the Audit Committee all reports of questionable accounting or auditing matters that the Ombudsman receives. You may contact the Ombudsman by addressing a letter to:

Ombudsman
Rockwell Automation, Inc.
777 East Wisconsin Avenue, Suite 1400
Milwaukee, WI 53202

You may also contact the Ombudsman by phone at (800) 552-3589, e-mail at ombudsman@rockwell.com or fax at (414) 212-5964.

Table of Contents**DIRECTOR COMPENSATION⁽¹⁾**

The following table sets forth compensation paid to our non-employee directors in connection with their service as directors during fiscal year 2005.

| Name | Retainer Fees Paid | Retainer Fees | Retainer Fees Paid in Restricted Shares | Value of Annual Share Award ⁽³⁾ | Grant Date |
|----------------------------------|--------------------|--|---|--|---|
| | | Paid in Restricted Shares in Lieu of Cash ⁽²⁾ | | | Present Value of Stock Option Awards ⁽⁴⁾ |
| Betty C. Alewine | \$ 66,750 | | \$ 27,000 | \$ 29,270 | \$ 25,470 |
| Don H. Davis, Jr. ⁽⁵⁾ | 40,000 | | 18,000 | 29,270 | 25,470 |
| Verne G. Istock | 74,625 | | 27,000 | 29,270 | 25,470 |
| Barry C. Johnson ⁽⁶⁾ | 5,250 | | 2,250 | 13,308 | 119,660 |
| William T. McCormick, Jr. | 69,750 | | 27,000 | 29,270 | 25,470 |
| Bruce M. Rockwell | 75,500 | | 27,000 | 29,270 | 25,470 |
| David B. Speer | 34,877 | \$ 34,873 | 27,000 | 29,270 | 25,470 |
| Joseph F. Toot, Jr. | 70,000 | | 27,000 | 29,270 | 25,470 |
| Kenneth F. Yontz | 71,500 | | 27,000 | 29,270 | 25,470 |

(1) Does not include cash dividends paid on restricted shares and other benefits discussed below under the heading Other Awards and Benefits .

(2) Includes retainer fees for Board and Board Committee service.

(3) Based on the closing price of our Common Stock on the NYSE on the date of grant.

(4) These values are based on the Black-Scholes option pricing model. The value reflects the annual option award for all directors, except Dr. Johnson, whose value reflects a pro rated annual option award and the option award upon initial election as a director.

(5) Non-employee director beginning February 1, 2005.

(6) Elected as director on September 7, 2005.

Retainer Fees. Non-employee directors receive an annual retainer of \$87,000, of which \$60,000 is paid in cash and \$27,000 is paid by delivery of restricted shares of our Common Stock pursuant to the 2003 Directors Stock Plan. Non-employee directors who serve on Board Committees receive an additional retainer at the annual rate of \$7,500 (\$12,500 for the Chairman) for service on the Audit Committee; \$6,000 (\$9,000 for the Chairman) for service on the Compensation and Management Development Committee; \$4,000 (\$6,000 for the Chairman) for service on the Board Composition and Governance Committee; and \$3,000 (\$5,000 for the Chairman) for service on the Technology, Environmental and Social Responsibility Committee. The restricted shares paid as part of the annual retainer vest upon a director's retirement from the Board under the Board's retirement policy, a change of control of the Corporation or resignation by reason of the antitrust laws, compliance with our conflict of interest policies, death, disability or

other circumstances the Board determines not to be adverse to the best interests of the Corporation. Non-employee directors are entitled to any cash dividends paid on the restricted shares, but are not entitled to any dividend equivalents paid in shares. During fiscal year 2005, cash dividends of \$6,016; \$191; \$1,943; \$7,187; \$7,187; \$3,645; \$7,426 and \$4,352 were paid on the restricted shares held by Ms. Alewine and Messrs. Davis, Istock, McCormick, Rockwell, Speer, Toot and Yontz, respectively.

Equity Awards. Each non-employee director also receives an annual grant of 500 shares of Common Stock pursuant to the 2003 Directors Stock Plan immediately after our Annual Meeting of Shareowners (and for directors elected after the Annual Meeting, a pro-rated number of shares). On the same date, each non-employee director receives an annual grant of options to purchase 1,500 shares of Common Stock pursuant to the 2003 Directors Stock Plan (and for directors elected after the Annual Meeting, a pro-rated number of options). In accordance with the 2003 Directors Stock Plan, the options awarded on February 2, 2005 and to Dr. Johnson on September 7, 2005 (i) were granted at an exercise price of \$58.54 and \$53.23 per share, respectively, the closing market price on the respective date of grant, and (ii) become exercisable in three substantially equal installments on the first, second and third anniversaries of the grant date.

The average of retainer fees and the annual stock grants (but not the annual option grants) paid to or deferred by non-employee directors for the 2005 fiscal year was \$131,115 (determined by valuing the stock grants at the closing price on the date the shares were issued).

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Deferral Election. Under the terms of the directors' deferred compensation plan, a director may elect to defer all or part of the cash payment of retainer fees until such time as shall be specified, with interest on deferred amounts accruing quarterly at 120% of the federal long-term rate set each month by the Secretary of the Treasury. In addition, under the 2003 Directors Stock Plan, each director has the opportunity each year to defer all of the annual grant of shares and all or any portion of the cash retainers by electing to receive restricted shares valued at the closing price on the NYSE on the date of the annual grant and the date each retainer payment would otherwise be made in cash.

Other Awards and Benefits. We provide each director with life insurance in the amount of \$100,000. During fiscal year 2005, we imputed income for life insurance in the amount of: \$516; \$508; \$1,524; \$792; \$1,524; \$276; \$2,472 and \$792 to Ms. Alewine and Messrs. Davis, Istock, McCormick, Rockwell, Speer, Toot and Yontz, respectively.

Under the 2003 Directors Stock Plan, options to purchase 7,000 shares of our Common Stock are awarded to each director upon his or her initial election to the Board.

We reimburse directors for transportation and other expenses actually incurred in attending Board and committee meetings. We also make available to directors our corporate aircraft for Board meetings. During fiscal 2005, there was one instance in which Mr. Davis brought his spouse as a passenger on a business related flight. We imputed income for this travel to Mr. Davis in the amount of \$1,149.

Directors may participate in a matching gift program under which we will match donations made to eligible educational, arts or cultural institutions. Gifts will be matched in any calendar year up to a maximum of \$10,000.

Related Party Transactions. In fiscal year 2005 we engaged in business transactions with organizations with which certain of our directors are affiliated, including Illinois Tool Works Inc., of which Mr. Speer is President and Chief Executive Officer. However, none of these transactions were material to either us or any of those organizations.

Directors are subject to stock ownership guidelines. Our Guidelines on Corporate Governance provide that non-management directors are required to own shares of our Common Stock equal in value to three times the amount of the annual retainer that is paid in cash for Board service within five years after joining the Board to further the direct correlation of directors' and shareowners' economic interests.

Our Guidelines on Corporate Governance and codes of business conduct and ethics are available on our website at www.rockwellautomation.com; click on the heading: About Us , then the heading: Investor Relations , then the heading Corporate Governance . They are also available in print to any shareowner upon request.

AUDIT COMMITTEE REPORT

The Audit Committee assists the Board in overseeing and monitoring the integrity of the Corporation's financial reporting process, the Corporation's compliance with legal and regulatory requirements, its internal control and disclosure control systems, the integrity and audits of its financial statements, the qualifications and independence of its independent auditors, and the performance of its internal and independent auditors.

Our roles and responsibilities are set forth in a written Charter adopted by the Board, which is available on the Corporation's website at www.rockwellautomation.com under the heading Investor Relations . We review and reassess the Charter annually, and more frequently as necessary to address any changes in NYSE corporate governance and SEC rules regarding audit committees, and recommend any changes to the Board for approval.

Management is responsible for the Corporation's financial statements and the reporting process, including the system of internal control. Deloitte & Touche LLP (D&T), the Corporation's independent auditors, is responsible for expressing an opinion on the conformity of those audited financial statements

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with accounting principles generally accepted in the United States, and attesting to and reporting on management's assessment of the Corporation's internal control over financial reporting.

We are responsible for overseeing the Corporation's overall financial reporting process. In fulfilling our responsibilities for the financial statements for fiscal year 2005, we:

Reviewed and discussed the audited financial statements for the fiscal year ended September 30, 2005 with management and D&T;

Reviewed management's assessment of the Corporation's internal control over financial reporting and D&T's report and attestation on management's assessment pursuant to Section 404 of the Sarbanes-Oxley Act;

Discussed with D&T the matters required to be discussed by Statement on Auditing Standards No. 61, as amended, relating to the conduct of the audit; and

Received written disclosures and the letter from D&T regarding its independence as required by Independence Standards Board Standard No. 1. We also discussed with D&T its independence.

For information on fees paid to D&T for each of the last two years, see "Proposal to Approve the Selection of Auditors" on page 21.

We considered the non-audit services provided by D&T in fiscal year 2005 and determined that the provision of those services is compatible with and does not impair D&T's independence. We pre-approve all audit and permitted non-audit services performed by D&T.

In fulfilling our responsibilities, we met with the internal auditors and D&T, with and without management present, to discuss the results of their examinations, the evaluations of the Corporation's internal control over financial reporting and the overall quality of the Corporation's financial reporting. We considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit process that we determined appropriate. We also met separately with the Corporation's Chief Executive Officer, Chief Financial Officer, Controller, General Counsel and Ombudsman.

Based on our review of the audited financial statements and discussions with, and the reports of, management and D&T, we recommended to the Board that the audited financial statements be included in the Corporation's Annual Report on Form 10-K for the fiscal year ended September 30, 2005 for filing with the SEC.

The Audit Committee has selected D&T as auditors of the Corporation for the fiscal year ending September 30, 2006, subject to the approval of shareowners.

Audit Committee

Verne G. Istock, *Chairman*

Bruce M. Rockwell

David B. Speer

Kenneth F. Yontz

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Table of Contents**OWNERSHIP OF EQUITY SECURITIES BY DIRECTORS AND EXECUTIVE OFFICERS**

The following table shows the beneficial ownership, reported to us as of October 31, 2005, of our Common Stock, including shares as to which a right to acquire ownership within 60 days exists (for example, through the exercise of stock options) of each director, each nominee for director, each executive officer listed in the table on page 14 and of such persons and other executive officers as a group.

Beneficial Ownership on October 31, 2005

| Name | Shares of | | Total | Percent of Class ⁽³⁾ |
|---|-----------------------------|------------------------|-----------------------|---------------------------------|
| | Common Stock ⁽¹⁾ | Options ⁽²⁾ | Shares ⁽¹⁾ | |
| Betty C. Alewine | 9,193 ⁽⁴⁾ | 11,166 | 20,359 | |
| Don H. Davis, Jr. | 85,778 ^(4,5) | 233,335 | 319,113 | |
| Verne G. Istock | 9,395 ⁽⁴⁾ | 5,832 | 15,227 | |
| Barry C. Johnson | 797 ⁽⁴⁾ | | 797 | |
| William T. McCormick, Jr. | 18,225 ⁽⁴⁾ | 9,166 | 27,391 | |
| Keith D. Nosbusch | 97,798 ^(5,6) | 981,652 | 1,079,450 | |
| Bruce M. Rockwell | 41,825 ⁽⁴⁾ | | 41,825 | |
| David B. Speer | 7,474 ⁽⁴⁾ | 5,832 | 13,306 | |
| Joseph F. Toot, Jr. | 22,225 ⁽⁴⁾ | 9,500 | 31,725 | |
| Kenneth F. Yontz | 56,590 ⁽⁴⁾ | 9,166 | 65,756 | |
| Steven A. Eisenbrown | 19,045 ⁽⁵⁾ | 205,105 | 224,150 | |
| James V. Gelly | 7,250 ^(5,6) | 49,998 | 57,248 | |
| Douglas M. Hagerman | 7,335 ^(5,6) | 36,666 | 44,001 | |
| Joseph D. Swann | 40,425 ⁽⁵⁾ | 348,489 | 388,914 | |
| All of the above and other executive officers as a group (26 persons) | 603,465 ^(4,5) | 2,784,098 | 3,387,563 | 1.86% |

(1) Each person has sole voting and investment power with respect to the shares listed (either individually or with spouse), unless otherwise indicated.

(2) Represents shares that may be acquired upon the exercise of outstanding stock options within 60 days. Does not include 105,255 shares that may be acquired on exercise of outstanding options granted to Mr. Davis that have been assigned to or for the benefit of family members and are not attributable to him pursuant to Rule 13d-3(d)(1) under the Securities Exchange Act.

(3) The shares owned by each person, and by the group, and the shares included in the number of shares outstanding have been adjusted, and the percentage of shares owned (where such percentage exceeds 1%) has been computed, in accordance with Rule 13d-3(d)(1) under the Securities Exchange Act.

(4) Includes 8,218; 815; 2,995; 547; 9,825; 9,825; 5,574, 10,025 and 6,190 shares granted as restricted stock under the 1995 and 2003 Directors Stock Plans or otherwise as compensation for services as directors for Ms. Alewine and Messrs. Davis, Istock, Johnson, McCormick, Rockwell, Speer, Toot and Yontz, respectively.

- (5) Includes shares held under our savings plan as of October 31, 2005. Does not include 27,722; 273; 1,562; 102; 128; 5,386; and 37,432 share equivalents for Messrs. Davis, Nosbusch, Eisenbrown, Gelly, Hagerman and Swann, and the group, respectively, held under our supplemental savings plan as of October 31, 2005.
- (6) Includes 10,000, 5,000 and 5,000 shares granted as restricted stock under the 2000 Long-Term Incentives Plan for Messrs. Nosbusch, Gelly and Hagerman, respectively, which vest on February 5, 2007, January 5, 2007 and May 1, 2007, respectively.

Table of Contents**EXECUTIVE COMPENSATION**

The information below reflects the annual and long-term compensation for service in all capacities to us for the fiscal years ended September 30, 2005, 2004, and 2003, of our Chief Executive Officer and our other four most highly compensated executive officers at September 30, 2005 (the Named Officers):

Summary Compensation Table

| Name and Principal Position | Year | Annual Compensation | | | Long-Term Compensation | | All Other Compensation ⁽¹⁾ |
|---|------|---------------------|------------------------|--|------------------------------|--|---------------------------------------|
| | | Salary | Bonus | Other Annual Compensation ⁽²⁾ | Awards | Payouts | |
| | | | | | Restricted Stock Awards (\$) | Securities Underlying Stock Options ⁽³⁾ | Long-Term Incentive Payouts |
| Keith D. Nosbusch President and Chief Executive Officer ⁽³⁾ | 2005 | \$ 750,385 | \$ 1,550,000 | \$ 42,930 | | 300,000 | \$ 23,262 |
| | 2004 | 599,231 | 1,000,000 | 38,633 | \$ 308,000 ⁽⁴⁾ | 250,000 | 17,804 |
| | 2003 | 484,447 | 425,000 | 34,540 | | 125,000 | 14,533 |
| Steven A. Eisenbrown Senior Vice President, Automation Control and Information Group, Rockwell Automation Control Systems ⁽⁵⁾ | 2005 | 357,001 | 450,000 | 27,422 | | 80,000 | 9,657 |
| | 2004 | 290,771 | 340,000 | 29,987 | | 65,000 | 7,440 |
| | 2003 | 266,541 | 128,300 | 28,280 | | 52,000 | 7,215 |
| James V. Gelly Senior Vice President and Chief Financial Officer ⁽⁶⁾ | 2005 | 443,078 | 500,000 | 36,410 | | 80,000 | 11,963 |
| | 2004 | 315,000 | 337,000 ⁽⁷⁾ | 123,422 ⁽⁸⁾ | 171,200 ⁽⁹⁾ | 70,000 | 17,835 |
| | 2003 | | | | | | |
| Douglas M. Hagerman Senior Vice President, | 2005 | 412,310 | 460,000 | 30,321 | | 70,000 | 12,139 |
| | 2004 | 189,235 | 180,000 | 10,177 | 163,450 ⁽¹¹⁾ | 40,000 | |

| | | | | | | |
|--|------|---------|---------|--------|--------|--------|
| General Counsel and Secretary ⁽¹⁰⁾ | 2003 | | | | | |
| Joseph D. Swann | 2005 | 401,539 | 420,000 | 36,954 | 80,000 | 12,496 |
| Senior Vice President and President, Rockwell Automation | 2004 | 386,539 | 240,000 | 28,500 | 90,000 | 11,579 |
| Power Systems | 2003 | 362,147 | 150,000 | 31,926 | 90,000 | 10,864 |

- (1) Amounts contributed or accrued for the Named Officers under our savings plans and related supplemental savings plans and, in fiscal 2004, \$15,000 paid to Mr. Gelly for consulting services provided to us prior to commencement of his employment on January 5, 2004.
- (2) Represents amounts paid for financial counseling, automobile allowance, personal liability insurance and tax gross-ups for certain items.
- (3) President and Chief Executive Officer since February 2004; Senior Vice President and President, Rockwell Automation Control Systems prior thereto.
- (4) Represents the grant of 10,000 restricted shares of our Common Stock. The restricted stock vests on the third anniversary of the date of grant. The value set forth is based on the closing price on the date of grant, February 5, 2004, which was \$30.80. Restricted stock owners are entitled to any cash dividends paid, but are not entitled to any dividend equivalents paid in shares. Mr. Nosbusch received cash dividends of \$7,800 and \$4,950 during fiscal years 2005 and 2004, respectively, related to these restricted shares. As of September 30, 2005, Mr. Nosbusch held an aggregate of 10,000 shares of restricted stock with an aggregate value of \$529,000 (based on the closing price of our Common Stock on the NYSE on September 30, 2005 (\$52.90)). Upon a change of control, all restrictions on restricted stock will immediately lapse.
- (5) Senior Vice President of the Corporation since February 2004.
- (6) Elected Senior Vice President and Chief Financial Officer on January 5, 2004; not an employee of the Corporation prior thereto.
- (7) The bonus for Mr. Gelly for 2004 includes a \$25,000 signing bonus that was earned on January 5, 2005.
- (8) Includes \$65,059 paid in connection with the relocation of Mr. Gelly's residence from New Jersey to Wisconsin, including \$35,000 as an allowance expense. These were paid in addition to amounts payable under our relocation policy applicable to salaried employee new hires.
- (9) Represents the grant of 5,000 restricted shares of our Common Stock. The restricted stock vests on the third anniversary of the date of grant. The value set forth is based on the closing price on the date of grant, January 5, 2004, which was \$34.24. Restricted stock owners are entitled to any cash dividends paid, but are not entitled to any dividend equivalents paid in shares. Mr. Gelly received cash dividends of \$3,900 and \$2,475 during fiscal years 2005 and 2004, respectively, related to these restricted shares. As of September 30, 2005, Mr. Gelly held an aggregate of 5,000 shares of restricted

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stock with an aggregate value of \$264,500 (based on the closing price of our Common Stock on the NYSE on September 30, 2005 (\$52.90)). Upon a change of control, all restrictions on restricted stock will immediately lapse.

- (10) Elected Senior Vice President, General Counsel and Secretary on May 1, 2004; not an employee of the Corporation prior thereto.
- (11) Represents the grant of 5,000 restricted shares of our Common Stock. The restricted stock vests on the third anniversary of the date of grant. The value set forth is based on the closing price on the date of grant, May 1, 2004, which was \$32.69. Restricted stock owners are entitled to any cash dividends paid, but are not entitled to any dividend equivalents paid in shares. Mr. Hagerman received cash dividends of \$3,900 and \$1,650 during fiscal years 2005 and 2004, respectively, related to these restricted shares. As of September 30, 2005, Mr. Hagerman held an aggregate of 5,000 shares of restricted stock with an aggregate value of \$264,500 (based on the closing price of our Common Stock on the NYSE on September 30, 2005 (\$52.90)). Upon a change of control, all restrictions on restricted stock will immediately lapse.

OPTION GRANTS

Shown below is further information on grants to the Named Officers of stock options pursuant to the 2000 Long-Term Incentives Plan, as amended (2000 Plan) during the fiscal year ended September 30, 2005, which are reflected in the Summary Compensation Table on page 14. No stock appreciation rights were granted during fiscal 2005.

Individual Grants

| Name | Grant Date | Number of Securities Underlying Options Granted (Shares) ⁽¹⁾ | Percentage of Total Options Granted to Employees in Fiscal 2005 | Exercise or Base Price (Per Share) | Expiration Date | Grant Date |
|----------------------|------------|---|---|------------------------------------|-----------------|------------------------------|
| | | | | | | Present Value ⁽²⁾ |
| Keith D. Nosbusch | 11/08/04 | 300,000 | 12.25% | \$ 43.90 | 11/08/14 | \$ 3,780,000 |
| Steven A. Eisenbrown | 11/08/04 | 80,000 | 3.27 | 43.90 | 11/08/14 | 1,008,000 |
| James V. Gelly | 11/08/04 | 80,000 | 3.27 | 43.90 | 11/08/14 | 1,008,000 |
| Douglas M. Hagerman | 11/08/04 | 70,000 | 2.86 | 43.90 | 11/08/14 | 882,000 |
| Joseph D. Swann | 11/08/04 | 80,000 | 3.27 | 43.90 | 11/08/14 | 1,008,000 |

(1) Exercisable in three substantially equal installments beginning one year from the grant date.

(2) These values are based on the Black-Scholes option pricing model which produces a per share option value of \$12.60, computed using the following assumptions and inputs:

| Grant Date | Volatility | Dividend Yield | Interest Rate | Expected Life (Years) |
|-------------------|-------------------|-----------------------|----------------------|------------------------------|
| 11/08/04 | 0.31 | 1.50% | 3.59% | 5 |

The interest rate represents the zero coupon Treasury bond rate with a maturity date approximately 5 years from the date the options were granted. The actual value, if any, the executive officers may realize from these options will depend on the gain in stock price over the exercise price when the options are exercised.

AGGREGATED OPTION EXERCISES AND FISCAL YEAR-END VALUES

Shown below is information with respect to (i) exercises by the Named Officers during fiscal 2005 of options to purchase our Common Stock granted under the 2000 Plan or the 1995 Long-Term Incentives Plan and (ii) the unexercised options to purchase our Common Stock held by the Named Officers at September 30, 2005.

| Name | Shares Acquired on Exercise | Value Realized | Number of Unexercised Options Held at September 30, 2005 | | Value of Unexercised In-the-Money Options Held at September 30, 2005⁽¹⁾ | |
|----------------------|------------------------------------|-----------------------|---|----------------------|---|----------------------|
| | | | Exercisable | Unexercisable | Exercisable | Unexercisable |
| Keith D. Nosbusch | 180,816 | \$ 7,273,591 | 789,985 | 508,335 | \$ 28,850,821 | \$ 8,246,724 |
| Steven A. Eisenbrown | 48,350 | 1,751,297 | 139,438 | 140,668 | 4,748,465 | 2,458,142 |
| James V. Gelly | | | 23,332 | 126,668 | 435,375 | 1,590,825 |
| Douglas M. Hagerman | | | 13,333 | 96,667 | 269,460 | 1,168,940 |
| Joseph D. Swann | 51,567 | 1,919,245 | 261,822 | 170,001 | 9,981,730 | 3,351,037 |

⁽¹⁾ Based on the closing price on the NYSE of our Common Stock on September 30, 2005 (\$52.90).

Table of Contents**COMPENSATION COMMITTEE REPORT ON EXECUTIVE COMPENSATION**

Under our supervision, the Corporation has developed and implemented compensation policies, plans and programs intended to attract and retain executive talent, pay for performance, and pay for the creation of shareowner value. We set base salaries generally at the median of other major U.S. industrial companies, and provide opportunity for above-median cash compensation through the Corporation's annual incentive plans and programs that reward corporate, business unit and individual performance. We also provide long-term incentive opportunities generally between the 50th and 75th percentile of other major U.S. industrial companies to align management interests with those of shareowners. We have engaged Towers Perrin, an independent executive compensation consulting firm that is directly accountable to us, to provide advice and market information that we use in fulfilling our duties.

We consider the total compensation (earned or potentially available) of each of the Named Officers and the other senior executives in establishing each element of compensation. As part of this process we conduct a total compensation or Tally Sheet review consisting of all elements of compensation, including base salary, annual incentives, long-term incentive grants, health benefits, perquisites and retirement and termination benefits. This review includes a calculation of amounts to be paid to our officers if their employment is terminated, as well as upon retirement. We also review the officers' current balances in various compensation and benefit plans and consider that executive officers also receive payments for annual executive physical exams, financial planning and tax preparation services, automobile allowance, personal liability insurance, and social club membership. We also consider industry, peer group and national surveys of other major U.S. industrial companies and performance judgments as to the past and expected future contributions of the individual senior executives. Towers Perrin assisted us in this process, and based on our reviews, we found the total compensation of Mr. Nosbusch and the Named Officers, as well as the potential payouts to Mr. Nosbusch and the Named Officers in termination, change of control and retirement scenarios, in the aggregate, to be reasonable and not excessive.

Executive Stock Ownership

We believe the focus on pay for performance is sharpened by aligning closely the financial interests of the Corporation's key executives with those of shareowners. Accordingly, we have set minimum Ownership Guidelines for executives. The minimum Ownership Guidelines (multiple of base salary) are as follows:

| | Common Stock Market Value |
|--------------------------|--|
| Chief Executive Officer | 5 |
| Senior Vice Presidents | 3 |
| Other Corporate Officers | 1.5 |

Shares owned directly (including restricted shares) or through the Corporation's savings plans (including share equivalents under the Corporation's supplemental savings plans) and the after-tax value of vested unexercised stock options are considered in determining whether an executive meets the Guidelines, except that not more than 50% of the Guidelines can be met by the after-tax value of unexercised vested options. At September 30, 2005, the 17 executives subject to the Guidelines owned an aggregate of 360,127 shares (including share equivalents under our supplemental savings plans) of the Corporation's Common Stock, with an aggregate market value of \$19.1 million at September 30, 2005. The ownership by 88% of the executives (including Mr. Nosbusch) meets the Guidelines. The two executives who do not meet the Guidelines were hired within the past five years and thus are within the transition period for meeting the Guidelines. If a senior executive subject to the Guidelines does not make appropriate progress to meet the Guidelines, the executive's future stock option grants may be adversely affected.

Components of Compensation

Base Salary We reviewed and approved the base salaries of all corporate officers, including the Chief Executive Officer, and reviewed an annual salary plan for other executives in senior management

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positions, near the beginning of the 2005 fiscal year. We set base salaries generally at the median of other major U.S. industrial companies.

Annual Incentives In the early part of each fiscal year, we review with the Chief Executive Officer the Corporate Goals and Objectives. These include measurable financial and operating goals as well as long-term leadership goals that in part require more subjective assessments. After the end of the year, we evaluate the Corporation's performance and consider the results together with the contributions made by and the levels of responsibility of the individual executives in awarding annual incentive compensation. The incentive compensation for executives responsible for the management of business groups is largely determined by the extent to which the respective business group achieves goals established at the beginning of each year tailored to the particular business group. Annual incentives for Messrs. Nosbusch, Gelly and Hagerman are based upon the performance of the Corporation, and the annual incentives for Messrs. Eisenbrown and Swann are based upon a combination of the performance of the Corporation and their business groups.

The following table shows the Corporation's performance against its principal 2005 financial goals:

| Performance Measure | Goal | Performance Achieved |
|---|--------------------|----------------------------------|
| Revenue | \$4.7 billion | \$5.0 billion |
| Earnings per share | \$2.20 | \$2.77 ⁽¹⁾ |
| Free cash flow ⁽²⁾ | 100% of net income | 99% of net income ⁽³⁾ |
| Return on invested capital ⁽⁴⁾ | 15% after-tax | 18.5% after-tax |
| Operating return on sales ⁽⁵⁾ | 15.5% | 17.3% |

(1) This represents diluted earnings per share from continuing operations, which includes tax benefits of \$0.10 per diluted share related to the resolution of certain tax matters.

(2) We define free cash flow, an internal performance measure, as cash provided by operating activities (\$638.9 million in 2005), minus capital expenditures (\$124.1 million in 2005). Free cash flow was \$514.8 million in fiscal year 2005. Our definition of free cash flow, which is a non-GAAP financial measure, takes into consideration capital investment required to maintain the operations of our businesses and execute our strategy. Our definition of free cash flow may be different from definitions used by other companies.

(3) Calculated by dividing free cash flow by income from continuing operations. Free cash flow for fiscal year 2005 is net of \$150 million of voluntary contributions to our U.S. defined benefit pension plan.

(4) For a complete definition and explanation of our calculation of return on invested capital, see Supplemental Financial Information on page 23.

(5) We define operating return on sales as segment operating earnings divided by sales.

Long-Term Incentives In fiscal 2005, long-term incentives for senior and middle-management executives were provided through stock option grants, and those grants were generally made near the beginning of the fiscal year. During fiscal year 2005, stock options equal to approximately 1.3% of outstanding shares were granted to senior and middle-management executives, and other employees. Total options outstanding at the end of the fiscal year were approximately 6.6% of outstanding shares. The Committee takes these figures into account when determining the annual grant for executives.

In addition, certain executives received restricted stock awards in connection with promotions or as new hires. We believe that stock option and restricted stock grants meet the objectives of the long-term incentive plans, particularly the alignment of management's interests with those of the shareowners.

The Corporation's 2000 Long-Term Incentives Plan provides the flexibility to grant long-term incentives in a variety of forms, including performance units, stock options, stock appreciation rights, restricted stock and performance shares. Annually, we evaluate the types of long-term incentives we believe are most likely to achieve our total compensation objectives and in 2005, determined that the fiscal year 2006 long-term incentive grants made in November 2005 would consist of a combination of stock options, restricted stock and performance shares. The pay-out in respect of performance shares granted in November 2005 will be

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made in shares of our Common Stock or cash, and will range from 0 to 200% of the target based on the Corporation's total shareholder return compared to the S&P 500 over a three-year period. The payouts will be at 0, the target amount and the maximum amount if our total shareholder return is equal to or less than the 30th percentile, equal to the 60th percentile and greater than the 75th percentile of the S&P 500, respectively, over the applicable three-year period, with the payout interpolated for results between those percentiles.

Compensation Deductibility Internal Revenue Code Section 162(m) provides that publicly held companies may not deduct in any taxable year compensation in excess of one million dollars paid in that year to its Chief Executive Officer and its other four most highly compensated executive officers unless the compensation is performance based. Grants of stock options and awards under the Senior Officers Incentive Plan are considered performance based compensation. Since we retain discretion with respect to base salaries and other annual incentive compensation awards, those elements would not qualify as performance based compensation for these purposes. We do not anticipate that any portion of the fiscal year 2005 compensation to the Named Officers will be subject to any deductibility limitations under Section 162(m).

Compensation of the Chairman of the Board and Chief Executive Officer

Mr. Nosbusch's base salary was increased to \$800,000 from \$650,000 in February 2005, when he assumed the role of Chairman of the Board, President and Chief Executive Officer. His total annual cash compensation continues to be substantially dependent on annual incentive compensation tied to our assessment of his and the Corporation's performance.

At the beginning of fiscal 2005, we granted Mr. Nosbusch options for 300,000 shares, consistent with our executive compensation philosophy and recognizing his promotion. We considered information on Mr. Nosbusch's total compensation compared to the compensation of chief executive officers of other major U.S. industrial companies; historical information regarding his long-term compensation opportunities, as well as Mr. Nosbusch's past and expected future contributions to the Corporation's achievement of its long-term performance goals.

In determining Mr. Nosbusch's annual incentive compensation for 2005, we concluded that under his leadership in 2005 the Corporation had performed exceptionally well against its financial and operating goals. In addition, we recognized the substantial return to shareholders during the 2005 fiscal year, which resulted in an increase in market capitalization of \$2.4 billion (see the Shareowner Return Performance Presentation on Page 19). Based on the foregoing, we awarded Mr. Nosbusch \$1,550,000 in annual incentive compensation.

The Board in Executive Session (without Mr. Nosbusch present) received and discussed our evaluation of the Corporation's and Mr. Nosbusch's performance in the 2005 fiscal year, together with Mr. Nosbusch's compensation.

The Committee and the Board believe that the skill and motivation of all our employees, and especially our executive leaders, are essential to the Corporation's performance and creation of shareholder value. We believe our compensation program motivates performance that differentiates us from our competitors. We will continue to provide an effective compensation program that we believe serves shareholders' interests and is worthy of shareholder support.

Compensation and Management Development CommitteeJoseph F. Toot, Jr., *Chairman*

Betty C. Alewine

William T. McCormick, Jr.

Bruce M. Rockwell

Table of Contents**SHAREOWNER RETURN PERFORMANCE PRESENTATION**

The following line graph compares the cumulative total shareowner return on our Common Stock against the cumulative total return of the S&P Composite-500 Stock Index and the S&P Electrical Components & Equipment Index for the period of five fiscal years from October 1, 2000 to September 30, 2005, assuming in each case a fixed investment of \$100 at the respective closing prices on September 30, 2000 and reinvestment of all dividends.

Comparison of Five-Year Cumulative Total Return***Rockwell Automation, S&P Composite-500 & S&P Electrical Components & Equipment**

The cumulative total returns on Rockwell Automation Common Stock and each index as of each September 30, 2000-2005 plotted in the above graph are as follows:

| | 2000 | 2001 | 2002 | 2003 | 2004 | 2005 |
|--|-----------|-----------|-----------|-----------|-----------|-----------|
| Rockwell Automation* | \$ 100.00 | \$ 118.73 | \$ 136.19 | \$ 226.15 | \$ 339.99 | \$ 471.71 |
| S&P Composite 500 | 100.00 | 73.38 | 58.35 | 72.58 | 82.65 | 92.78 |
| S&P Electrical Components & Equipment | 100.00 | 68.79 | 62.44 | 86.20 | 106.43 | 132.50 |
| Cash dividends per common share | 1.02 | 0.93 | 0.66 | 0.66 | 0.66 | 0.78 |

* Includes the reinvestment of all dividends in our Common Stock, including the reinvestment of the value of shares of Rockwell Collins common stock distributed as a dividend on our Common Stock on June 29, 2001.

Table of Contents**RETIREMENT PLANS**

The following table shows the estimated annual retirement benefits payable on a straight life annuity basis to participating employees, including officers, in the earnings and years of service classifications indicated, under our retirement plans that cover most officers and other salaried employees on a non-contributory basis. Such benefits reflect a reduction to recognize in part our cost of Social Security benefits related to service for us. Our plans also provide for the payment of benefits to an employee's surviving spouse or other beneficiary.

| Average Annual Earnings | Estimated Annual Retirement Benefit at Age 65 in 2005 for Years of Service Indicated | | | | | | | |
|-------------------------|--|-----------|-----------|------------|------------|------------|------------|------------|
| | 5 Years | 10 Years | 15 Years | 20 Years | 25 Years | 30 Years | 35 Years | 40 Years |
| \$ 250,000 | \$ 32,285 | \$ 64,600 | \$ 96,886 | \$ 102,525 | \$ 108,165 | \$ 113,805 | \$ 122,317 | \$ 136,692 |
| 500,000 | 65,610 | 131,275 | 196,886 | 208,775 | 220,665 | 232,555 | 253,567 | 283,567 |
| 750,000 | 98,935 | 197,950 | 296,886 | 315,025 | 333,165 | 351,305 | 384,817 | 430,442 |
| 1,000,000 | 132,260 | 264,625 | 396,886 | 421,275 | 445,665 | 470,055 | 516,067 | 577,317 |
| 1,500,000 | 198,910 | 397,975 | 596,886 | 633,775 | 670,665 | 707,555 | 778,567 | 871,067 |
| 2,000,000 | 265,560 | 531,325 | 796,886 | 846,275 | 895,665 | 945,055 | 1,041,067 | 1,164,817 |
| 2,500,000 | 332,210 | 664,675 | 996,886 | 1,058,775 | 1,120,665 | 1,182,555 | 1,303,567 | 1,458,567 |

Covered compensation includes salary and annual bonus. The calculation of retirement benefits under the plans generally is based upon average earnings for the highest five years of the ten years preceding retirement. The credited years of service for Messrs. Nosbusch, Eisenbrown, Gelly, Hagerman and Swann are 32, 30, 2, 2, and 36.

Sections 401(a)(17) and 415 of the Internal Revenue Code of 1986, as amended, limit the annual benefits that may be paid from a tax-qualified retirement plan. As permitted by the Employee Retirement Income Security Act of 1974, we have a nonqualified supplemental pension plan that authorizes the payment out of our general funds of any benefits calculated under provisions of the applicable retirement plan that may be above the limits under these sections.

OTHER ARRANGEMENTS

In May and June 2004, we entered into change of control agreements with Messrs. Nosbusch, Gelly and Hagerman. Each agreement becomes effective if there is a change of control of the Corporation before September 30, 2007. Each agreement provides for the continuing employment of the executive for three years after the change of control on conditions no less favorable than those in effect before the change of control. If the executive's employment is terminated by us without cause or if the executive terminates his employment for good reason within that three year period, the executive is entitled to severance benefits equal to three times his annual compensation, including bonus, and continuation of other benefits for three years. In addition, if the executive terminates his own employment for any reason during a 30-day window period beginning one year after the change of control, the executive is also entitled to these severance benefits. The executives are entitled to an additional payment, if necessary, to make them whole as a result of any excise tax imposed on these change of control payments, unless the safe harbor amount above which the excise tax is imposed is not exceeded by more than 10%, in which event the payments will be reduced to avoid the excise tax. We had a change of control agreement with Mr. Swann with substantially the same terms and conditions that terminated on January 15, 2005.

The Named Officers participate in our non-qualified supplemental pension plan, supplemental savings plan and deferred compensation plan. We have established a master rabbi trust relating to these non-qualified plans. The master rabbi trust requires that, upon a change of control, we fund the trust in a cash amount equal to the unfunded accrued liabilities of these non-qualified plans as of such time.

Table of Contents**PROPOSAL TO APPROVE THE SELECTION OF AUDITORS**

The Audit Committee has selected the firm of D&T as our auditors for the fiscal year ending September 30, 2006, subject to the approval of the shareowners. D&T, and its predecessors, have acted as our auditors since 1934.

Before the Audit Committee selected D&T, it carefully considered the independence and qualifications of that firm, including their performance in prior years and their reputation for integrity and for competence in the fields of accounting and auditing. Representatives of D&T are expected to be present at the Annual Meeting to respond to appropriate questions and to make a statement if they desire to do so.

Audit Fees

The following table sets forth the aggregate fees for services provided by D&T for the fiscal years ended September 30, 2005 and 2004 (in millions), all of which were approved by the Audit Committee:

| | Year Ended September 30, | |
|--|-------------------------------------|---------------------------|
| | 2005 | 2004⁽¹⁾ |
| Audit Fees | | |
| Year-end Audit | \$ 2.7 | \$ 2.7 |
| Statutory Audits | 1.4 | 1.4 |
| Sarbanes-Oxley Internal Control over Financial Reporting Attestation | 1.2 | |
| Audit-Related Fees | | |
| Employee Benefit Plan Audits and Other Audits | 0.3 | 0.3 |
| Sarbanes-Oxley Review | | 0.6 |
| Tax Fees | | |
| Compliance | 0.2 | 1.0 |
| Other Consulting | | 0.3 |
| All Other Fees | | |
| Total | \$ 5.8 | \$ 6.3 |

⁽¹⁾ Reflects final amounts paid.

The Audit Committee considered and determined that the provision of non-audit services by D&T was compatible with maintaining the firm's independence.

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee is responsible for the appointment and compensation of, and oversight of the work performed by, the independent auditors. The Audit Committee must pre-approve all audit (including audit-related) services and permitted non-audit services provided by the independent auditors in accordance with the pre-approval policies and procedures established by the Audit Committee.

The Audit Committee annually approves the scope and fee estimates for the year-end audit, statutory audits and employee benefit plan audits to be performed by our independent auditors for the next fiscal year. With respect to other permitted services, management defines and presents specific projects for which the advance approval of the Audit Committee is requested. The Audit Committee pre-approves specific engagements and projects on a fiscal year

basis, subject to individual project thresholds and annual thresholds. At each Audit Committee meeting, the Controller reports to the Audit Committee regarding the aggregate fees charged by the independent auditor compared to the pre-approved amounts.

The Board of Directors recommends that you vote **FOR** the proposal to approve the selection of D&T as our auditors, which is presented as item (b).

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OTHER MATTERS

The Board of Directors does not know of any other matters that may be presented at the meeting. Our By-Laws required notice by November 4, 2005 for any matter to be brought before the meeting by a shareowner. In the event of a vote on any matters other than those referred to in the accompanying Notice of 2006 Annual Meeting of Shareowners, proxies in the accompanying form will be voted in accordance with the judgment of the persons voting such proxies.

SECTION 16(a) BENEFICIAL OWNERSHIP REPORTING COMPLIANCE

Section 16(a) of the Securities Exchange Act requires our executive officers and directors, and persons who own more than ten percent of a registered class of our equity securities, to file reports of ownership and changes in ownership on Forms 3, 4 and 5 with the SEC and the NYSE.

Based on our review of the copies of such forms that we have received and written representations from certain reporting persons confirming that they were not required to file Forms 5 for specified fiscal years, we believe that all our executive officers, directors and greater than ten percent beneficial owners complied with applicable SEC filing requirements during fiscal 2005.

ANNUAL REPORT

Our Annual Report to Shareowners, including the Annual Report on Form 10-K and financial statements, for the fiscal year ended September 30, 2005, was mailed to shareowners with this proxy statement.

SHAREOWNER PROPOSALS FOR ANNUAL MEETING IN 2007

To be eligible for inclusion in our proxy statement, shareowner proposals for the 2007 Annual Meeting of Shareowners must be received on or before August 16, 2006 by the Office of the Secretary at our World Headquarters, 777 East Wisconsin Avenue, Milwaukee, Wisconsin 53202. In addition, our By-Laws require a shareowner desiring to propose any matter for consideration of the shareowners at the 2007 Annual Meeting of Shareowners to notify the Corporation's Secretary in writing at the address listed in the preceding sentence on or after October 4, 2006 and on or before November 3, 2006. If the number of directors to be elected to the Board at the 2007 Annual Meeting of Shareowners is increased and we do not make a public announcement naming all of the nominees for director or specifying the increased size of the Board on or before October 24, 2006, a shareowner proposal with respect to nominees for any new position created by such increase will be considered timely if received by our Secretary not later than the tenth day following our public announcement of the increase.

SHAREOWNERS SHARING THE SAME ADDRESS

We have adopted a procedure called "householding", which has been approved by the SEC. Under this procedure, we are delivering only one copy of the annual report and this proxy statement to multiple shareowners who share the same address and have the same last name, unless we have received contrary instructions from an affected shareowner. This procedure 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 the annual report and this proxy statement to any shareowner at a shared address to which a single copy of the documents was delivered. To receive a separate copy of the annual report or proxy statement, you may write or call Rockwell Automation Shareowner Relations, 777 East Wisconsin Avenue, Suite 1400, Milwaukee, WI 53202, telephone: 414-212-5300. You may also access our annual report and proxy statement on our website at www.rockwellautomation.com; click on the heading: "About Us", then the heading "Investor Relations", then the heading: "SEC Filings".

If you are a holder of record and would like to revoke your householding consent and receive a separate copy of the annual report or proxy statement in the future, please contact Automatic Data Processing, Inc.

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(ADP), either by calling toll free at (800) 542-1061 or by writing to ADP, Householding Department, 51 Mercedes Way, Edgewood, New York 11717. You will be removed from the householding program within 30 days of receipt of the revocation of your consent.

Any shareowners of record who share the same address and currently receive multiple copies of our annual report and proxy statement who wish to receive only one copy of these materials per household in the future should contact Rockwell Automation Shareowner Relations at the address or telephone number listed above to participate in the householding program.

Some brokerage firms have instituted householding. If you hold your shares in street name, please contact your bank, broker or other holder of record to request information about householding.

EXPENSES OF SOLICITATION

We will bear the cost of the solicitation of proxies. In addition to mail and e-mail, proxies may be solicited personally, or by telephone or facsimile, by a few of our regular employees without additional compensation. We will reimburse brokers and other persons holding stock in their names, or in the names of nominees, for their expenses for forwarding proxy materials to principals and beneficial owners and obtaining their proxies.

SUPPLEMENTAL FINANCIAL INFORMATION

This proxy statement contains information regarding return on invested capital (ROIC), which is a non-GAAP financial measure. Management believes that ROIC is useful to investors as a measure of performance and of the effectiveness of the use of capital in our operations. Management uses ROIC as one measure to monitor and evaluate our performance. Our measure of ROIC is likely to differ from that used by other companies. We define ROIC as the percentage resulting from the following calculation:

(a) Income from continuing operations before accounting change, if any, and before interest expense, income tax provision, and purchase accounting depreciation and amortization, divided by;

(b) average invested capital for the year, calculated as a five quarter rolling average using the sum of short-term debt, long-term debt, shareowners' equity, cumulative impairments of goodwill and intangibles required under SFAS No. 142, and accumulated amortization of goodwill and other intangible assets, minus cash and cash equivalents, multiplied by;

(c) one minus the adjusted effective tax rate for the period, the adjusted effective tax rate is calculated by excluding the effect of separately reported tax items in continuing operations.

ROIC is calculated as follows (in millions, except percentages):

| | Year Ended September 30, | |
|---|-------------------------------------|--------------|
| | 2005 | 2004 |
| (a) Return | | |
| Income from continuing operations | \$ 518.4 | \$ 354.1 |
| Interest expense | 45.8 | 41.7 |
| Income tax provision | 218.6 | 84.0 |
| Purchase accounting depreciation and amortization | 14.7 | 27.3 |
| Return | 797.5 | 507.1 |
| (b) Average Invested Capital | | |
| Short-term debt | 0.4 | 3.6 |

| | | |
|--|-----------------|-----------------|
| Long-term debt | 752.2 | 760.0 |
| Shareowners equity | 1,870.1 | 1,689.2 |
| Impairments of goodwill and intangibles | 108.0 | 108.0 |
| Accumulated amortization of goodwill and intangibles | 659.7 | 645.4 |
| Cash and cash equivalents | (471.7) | (339.8) |
| Average invested capital | 2,918.7 | 2,866.4 |
| (c) Adjusted Effective Tax Rate | | |
| Income tax provision | 218.6 | 84.0 |
| Separately reported tax items in continuing operations | 19.7 | 46.3 |
| Income tax provisions before separately reported tax items in continuing operations | 238.3 | 130.3 |
| Income from continuing operations before income taxes | \$ 737.0 | \$ 438.1 |
| Adjusted effective tax rate | 32.3% | 29.7% |
| (a)/(b)*(1-c) Return On Invested Capital | 18.5% | 12.4% |

December 14, 2005

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ADMISSION TO THE 2006 ANNUAL MEETING

An admission card (or other proof of stock ownership) and proper identification will be required for admission to the Annual Meeting of Shareowners in Milwaukee, Wisconsin on February 1, 2006. If you plan to attend the Annual Meeting, please be sure to request an admittance card by:

marking the appropriate box on the proxy card and mailing the card using the enclosed envelope;

indicating your desire to attend the meeting through our Internet voting procedure; or

calling our Shareowner Relations line at 414-212-5300.

An admission card will be mailed to you if:

your Rockwell Automation shares are registered in your name; or

your Rockwell Automation shares are held in the name of a broker or other nominee and you provide written evidence of your stock ownership as of the December 5, 2005 record date, such as a brokerage statement or letter from your broker.

Your admission card will serve as verification of your ownership.

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ROCKWELL AUTOMATION, INC.
ANNUAL MEETING OF SHAREOWNERS
WEDNESDAY, FEBRUARY 1, 2006

10:00 AM CT

THE PFISTER HOTEL
424 EAST WISCONSIN AVENUE
MILWAUKEE, WISCONSIN
YOUR VOTE IS IMPORTANT!

YOU CAN VOTE BY INTERNET, TELEPHONE OR MAIL. SEE THE
INSTRUCTIONS ON THE OTHER SIDE OF THIS PROXY AND DIRECTION CARD.
IF YOU DID NOT RECEIVE PAPER COPIES OF THE ROCKWELL AUTOMATION
PROXY STATEMENT AND ANNUAL REPORT BECAUSE YOU
CONSENTED TO VIEW THEM ON THE

INTERNET, GO TO THE FOLLOWING INTERNET ADDRESSES:

PROXY STATEMENT: http://www.rockwellautomation.com/investors/get/2006_proxy.pdf

ANNUAL REPORT: <http://www.rockwellautomation.com/investors/get/AR2005.pdf>

FOLD AND DETACH HERE

PROXY AND DIRECTION CARD

ROCKWELL AUTOMATION, INC.
SOLICITED ON BEHALF OF THE BOARD OF DIRECTORS

The undersigned hereby appoints Keith D. Nosbusch, William T. McCormick, Jr. and Douglas M. Hagerman, jointly and severally, proxies, with full power of substitution, to vote shares of common stock which the undersigned is entitled to vote at the Annual Meeting of Shareowners to be held at The Pfister Hotel, 424 East Wisconsin Avenue, Milwaukee, Wisconsin, on February 1, 2006 or any postponement or adjournment thereof. SUCH PROXIES ARE DIRECTED TO VOTE AS SPECIFIED OR, IF NO SPECIFICATION IS MADE, FOR THE ELECTION OF THE THREE NOMINEES PROPOSED FOR ELECTION AS DIRECTORS WITH TERMS EXPIRING AT THE ANNUAL MEETING IN 2009 and FOR PROPOSAL (B), AND TO VOTE IN ACCORDANCE WITH THEIR DISCRETION ON SUCH OTHER MATTERS AS MAY PROPERLY COME BEFORE THE MEETING.

TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS RECOMMENDATIONS, JUST SIGN AND DATE; NO BOXES NEED TO BE CHECKED.

TO: FIDELITY MANAGEMENT TRUST COMPANY, TRUSTEE AND
COMPUTERSHARE TRUST COMPANY, TRUSTEE

You are hereby directed to vote, with respect to the proposals listed on the other side of this Proxy and Direction Card, the number of shares of Rockwell Automation common stock held for this account in the savings plans of Rockwell Automation, Inc. (Rockwell Automation Retirement Savings Plan for Salaried Employees, Rockwell Automation Retirement Savings Plan for Hourly Employees, Rockwell Automation Savings and Investment Plan for Represented Hourly Employees and Rockwell Automation Retirement Savings Plan for Represented Hourly Employees), the savings plans of Rockwell Collins, Inc. (Rockwell Collins Retirement Savings Plan and Rockwell Collins Retirement Savings Plan for Bargaining Unit Employees) and/or the United Space Alliance Employee Stock Purchase Plan at the Annual Meeting of Shareowners of Rockwell Automation, Inc. to be held at The Pfister Hotel, 424 East Wisconsin Avenue, Milwaukee, Wisconsin, on February 1, 2006, and at any postponement or adjournment thereof, as follows:

TO VOTE IN ACCORDANCE WITH THE BOARD OF DIRECTORS RECOMMENDATIONS, CHECK THE BOXES FOR EACH PROPOSAL LISTED, THEN SIGN, DATE AND RETURN THIS CARD BY JANUARY 28, 2006.

If you do not provide voting directions by January 28, 2006, the shares attributable to this account (a) will not be voted if you are a participant in a Rockwell Automation plan or the United Space Alliance plan; and (b) will be voted in proportion to directions received from other participants if you are a participant in a Rockwell Collins plan.

Address

Changes/Comments:

(If you noted any Address Changes/Comments above, please mark corresponding box on the reverse side.)
(continued and to be dated and signed on the other side)

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ROCKWELL AUTOMATION, INC.
777 E. WISCONSIN AVE., SUITE 1400
MILWAUKEE, WI 53202

VOTE BY INTERNET OR TELEPHONE OR MAIL
 24 HOURS A DAY-7 DAYS A WEEK
 YOUR VOTE IS IMPORTANT

INTERNET: <http://www.proxyvote.com>

Use the Internet to transmit your voting instructions and for electronic delivery of information up until 11:59 P.M. Eastern Time on January 29, 2006. Have your proxy and direction card in hand when you access the website and follow the instructions to obtain your records and to create an electronic voting instruction form.

OR

TELEPHONE: 1-800-690-6903 (For US Shareowners Only) Use any touch-tone telephone to transmit your voting instructions up until 11:59 P.M. Eastern Time on January 29, 2006. Have your proxy and direction card in hand when you call and then follow the instructions.

OR

MAIL: Mark, sign and date your proxy and direction card and return it in the enclosed postage-paid envelope provided or return it to Rockwell Automation, Inc., c/o ADP, 51 Mercedes Way, Edgewood, NY 11717 by January 28, 2006.

NOTE: If you transmit your voting instructions by Internet or telephone, you DO NOT NEED TO MAIL BACK your proxy and direction card. Your Internet or telephone instructions will authorize the named proxies in the same manner as if you returned a signed proxy and direction card.

THANK YOU FOR VOTING.

TO VOTE, MARK BLOCKS BELOW IN BLUE OR
 BLACK INK AS FOLLOWS:

ROKAU1

KEEP THIS PORTION FOR YOUR
 RECORDS

DETACH AND RETURN THIS
 PORTION ONLY

THIS PROXY AND DIRECTION CARD IS VALID ONLY WHEN SIGNED AND DATED.

ROCKWELL AUTOMATION, INC.
 THE BOARD OF DIRECTORS RECOMMENDS A
 VOTE FOR EACH OF THE FOLLOWING:

| (A) Election of directors: | | For | Withhold | For | To withhold authority to vote for |
|----------------------------|----------------------|-----|----------|--------|-----------------------------------|
| Nominees: | | All | All | All | any individual |
| | 01) Betty C. Alewine | All | All | Except | nominee, mark For All Except and |
| | 02) Verne G. Istock | | | | write |
| | 03) David B. Speer | o | o | o | that nominee s number on the line |
| | | | | | below. |

| Vote On Proposal | For | Against | Abstain |
|------------------|-----|---------|---------|
| (B) | o | o | o |

Approve the selection of auditors:

In their discretion, the proxies are authorized to vote upon such other business as may properly come before the meeting or any postponement or adjournment thereof.

Please sign this proxy and direction card as your name appears on the Corporation's corporate records. Joint owners should each sign personally. Trustees and others signing in a representative capacity should indicate the capacity in which they sign.

For address changes and/or comments, please check this box and write them on the back where indicated

Yes No

Please indicate if you plan to attend this meeting. We will send you an admittance card.

Signature [PLEASE SIGN WITHIN BOX] Date

Signature (Joint Owners) Date