

## SECURITIES AND EXCHANGE COMMISSION

Issuer Delisting; Order Granting the Application of Rockwell Automation, Inc., to Withdraw its Common Stock, \$1.00 par value, (including the associated Preferred Share Purchase Rights) from Listing and Registration on the Pacific Exchange, Inc. File No. 1-12383

January 6, 2006

On December 1, 2005, Rockwell Automation, Inc., a Delaware corporation ("Issuer"), filed an application with the Securities and Exchange Commission ("Commission"), pursuant to Section 12(d) of the Securities Exchange Act of 1934 ("Act")<sup>1</sup> and Rule 12d2-2(d) thereunder,<sup>2</sup> to withdraw its common stock, \$1.00 par value (including the associated Preferred Share Purchase Rights) ("Security"), from listing and registration on the Pacific Exchange, Inc. ("PCX"). Notice of such application requesting comments was published in the Federal Register on December 15, 2005.<sup>3</sup> No comments were received. As discussed below, the Commission is granting the application.

The Board of Directors ("Board") of the Issuer adopted a resolution on September 14, 2005 to withdraw the Security from PCX. The Issuer stated that it decided to withdraw the Security from PCX because: (i) the trading volume in the Security on PCX is very low and the costs of maintaining the listing are no longer justified; (ii) delisting the Security will enable the Issuer to reduce significantly administrative time and costs associated with the listing, corporate governance, and annual certification requirements of PCX; and (iii) there is little likelihood that the Issuer will need to raise capital through PCX in the future. The Issuer believes that delisting from PCX will cause no material inconvenience to its shareowners and

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<sup>1</sup> 15 U.S.C. 78j(d).

<sup>2</sup> 17 CFR 240.12d2-2(d).

<sup>3</sup> See Securities Exchange Act Release No. 52930 (December 8, 2005), 70 FR 74380.

investors because the Security will continue to be listed on the New York Stock Exchange, Inc. ("NYSE").

The Issuer stated in its application that it has complied with the applicable rules of PCX by providing PCX with the required documents governing the withdrawal of securities from listing and registration on PCX. The Issuer's application relates solely to the withdrawal of the Security from listing on PCX and shall not affect its continued listing on NYSE or its obligation to be registered under Section 12(b) of the Act.<sup>4</sup>

The Commission, having considered the facts stated in the application and having due regard for the public interest and protection of investors, orders that the application be, and it hereby is, granted, effective at the opening of business on January 9, 2006.

For the Commission, by the Division of Market Regulation, pursuant to delegated authority.<sup>5</sup>

Nancy M. Morris  
Secretary

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<sup>4</sup> 15 U.S.C. 781(b).

<sup>5</sup> 17 CFR 200.30-3(a)(1).