ROCKWELL AUTOMATION INC
Form 11-K
June 15, 2015

UNITED STATES

SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

FORM 11-K

(Mark One):

x **ANNUAL REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the fiscal year ended December 31, 2014

OR

¨ **TRANSITION REPORT PURSUANT TO SECTION 15(d) OF THE SECURITIES EXCHANGE ACT OF 1934**

For the transition period from __________ to __________.

Commission file number 1-12383

A. Full title of the plan and the address of the plan, if different from that of the issuer named below: Rockwell Automation 1165(e) Plan

B. Name of issuer of the securities held pursuant to the plan and the address of its principal executive office: Rockwell Automation, Inc., 1201 South 2nd Street, Milwaukee, Wisconsin 53204

ROCKWELL AUTOMATION 1165(e) PLAN

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All other schedules required by Section 2520.103-10 of the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974 have been omitted because they are not applicable.

REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

To the Rockwell Automation 1165(e) Plan

Employees and Participants therein:

We have audited the accompanying statements of net assets available for benefits of the Rockwell Automation 1165(e) Plan (the Plan) as of December 31, 2014 and 2013, and the related statements of changes in net assets available for benefits for the years then ended. These financial statements are the responsibility of the Plan s management. Our responsibility is to express an opinion on these financial statements based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement. The Plan is not required to have, nor were we engaged to perform, an audit of its internal control over financial reporting. Our audits included consideration of internal control over financial reporting as a basis for designing audit procedures that are appropriate in the circumstances, but not for the purpose of expressing an opinion on the effectiveness of the Plan s internal control over financial reporting. Accordingly, we express no such opinion. An audit includes examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements. An audit also includes assessing the accounting principles used and significant estimates made by management, as well as evaluating the overall financial statement presentation. We believe that our audits provide a reasonable basis for our opinion.

In our opinion, the financial statements referred to above present fairly, in all material respects, the net assets available for benefits of the Plan as of December 31, 2014 and 2013, and the changes in net assets available for benefits for the years then ended, in conformity with accounting principles generally accepted in the United States of America.

The supplemental information in the accompanying schedule of Form 5500, Schedule H, Part IV, Line 4i Schedule of Assets (Held at End of Year), December 31, 2014 has been subjected to audit procedures performed in conjunction with the audit of the Plan s financial statements. The supplemental information is presented for the purpose of additional analysis and is not a required part of the financial statements but include supplemental information required by the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. The supplemental information is the responsibility of the Plan s management. Our audit procedures included determining whether the supplemental information reconciles to the financial statements or the underlying accounting and other records, as applicable, and performing procedures to test the completeness and accuracy of the information presented in the supplemental information. In forming our opinion on the supplemental information in the accompanying schedule, we evaluated whether the supplemental information, including its form and content, is presented in conformity with the Department of Labor s Rules and Regulations for Reporting and Disclosure under the Employee Retirement Income Security Act of 1974. In our opinion, the supplemental information in the accompanying schedule is fairly stated in all material respects in relation to the 2014 financial statements as a whole.

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Milwaukee, Wisconsin

June 15, 2015

ROCKWELL AUTOMATION 1165(e) PLAN

STATEMENTS OF NET ASSETS AVAILABLE FOR BENEFITS

AS OF DECEMBER 31, 2014 AND 2013

	2014	**2013**
ASSETS		
Investment in Master Trust, at fair value (Note 3)	$ 3,822,795	$ 3,698,224
Notes receivable from participants	32,418	37,337
Total assets	3,855,213	3,735,561
Adjustment from fair value to contract value for interest in Master Trust relating to fully benefit-responsive investment contracts	(11,404)	(16,210)
NET ASSETS AVAILABLE FOR BENEFITS	$ 3,843,809	$ 3,719,351

See notes to financial statements.

ROCKWELL AUTOMATION 1165(e) PLAN

STATEMENTS OF CHANGES IN NET ASSETS AVAILABLE FOR BENEFITS

FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

	2014	2013
NET ASSETS AVAILABLE FOR BENEFITS, BEGINNING OF YEAR	$ 3,719,351	$ 3,018,319
ADDITIONS:		
Income:		
Interest in income of Master Trust	139,834	743,844
Interest on notes receivable from participants	1,641	1,678
Total income	141,475	745,522
Contributions:		
Employer	54,834	59,142
Employee	138,135	136,874
Total contributions	192,969	196,016
Total additions	334,444	941,538
DEDUCTIONS:		
Payments to participants or beneficiaries	209,255	218,250
Administrative expenses	731	22,256
Total deductions	209,986	240,506
NET INCREASE	124,458	701,032
NET ASSETS AVAILABLE FOR BENEFITS, END OF YEAR	$ 3,843,809	$ 3,719,351

See notes to financial statements.

ROCKWELL AUTOMATION 1165(e) PLAN

NOTES TO FINANCIAL STATEMENTS

AS OF AND FOR THE YEARS ENDED DECEMBER 31, 2014 AND 2013

1. DESCRIPTION OF THE PLAN

The following brief description of the Rockwell Automation 1165(e) Plan (the Plan) is provided for general information purposes only. Participants should refer to the Summary Plan Description and Plan document for more complete information.

a. *General* - The Plan is a defined contribution savings plan sponsored by Rockwell Automation, Inc. (Rockwell Automation). The Plan covers all employees in Puerto Rico who elect to participate in the Plan. The Rockwell Automation Employee Benefit Plan Committee and the Plan Administrator control and manage the operation and administration of the Plan. Popular de Puerto Rico (the Trustee) is the trustee of the Plan. Fidelity Management Trust Company (Fidelity) has custody of the Plan s assets and manages the assets along with several other investment managers. Fidelity is the trustee of the Rockwell Automation Defined Contribution Master Trust (the Master Trust). The Plan is subject to the provisions of the Employee Retirement Income Security Act of 1974 (ERISA).

Participants in the Plan may invest in a suite of mutual funds, core investment options and a brokerage option. In addition, the Rockwell Automation Stock Fund was available in 2014 and 2013 and is specific to the Plan.

b. *Participation* - The Plan provides that eligible employees electing to become participants may contribute up to a maximum of 50% of base compensation, as defined in the Plan document. However, contributions by highly compensated participants are limited to 16% of the participant s base compensation. Participant contributions can be made either before or after Puerto Rico taxation of a participant s base compensation.

Newly hired employees are automatically enrolled at a 3% pre-tax contribution rate after 30 days of employment.

Rockwell Automation contributes an amount equal to 50% of the first 6% of base compensation contributed by the participants. All Rockwell Automation matching contributions are made to the Rockwell Automation Stock Fund. Participants may elect to transfer a portion or all of their holdings in the Rockwell Automation Stock Fund to one or more of the other investment funds.

c. *Investment Elections* - Participants may contribute to any or all of the funds that are available for investments in 1% increments. Participants may change such investment elections on a daily basis. If a participant does not have an investment election on file, contributions are made to one of the Fidelity Freedom K Funds, based on the participant s projected retirement date.

d.

Unit Values - Participants do not own specific securities or other assets in the various funds, but have an interest therein represented by units valued as of the end of each business day. However, voting rights are extended to participants in proportion to their interest in each stock fund and each mutual fund, as represented by common units. Participants accounts are charged or credited for Plan earnings or losses from investments, as the case may be, with the number of units properly attributable to each participant.

e. *Vesting* - Each participant is fully vested at all times in the portion of the participant s account that relates to the participant s contributions and earnings thereon. Rockwell Automation s matching contributions and earnings are vested after the participant has completed three years of vesting service, attains the age of 65 or dies while an employee of Rockwell Automation, as defined in the Plan document.

f. *Notes Receivable From Participants* - A participant may obtain a loan in an amount as defined in the Plan document (not less than $1,000 and not greater than the lower of $50,000, reduced by the participant s highest outstanding loan balance during the 12 month period before the date of the loans, or 50% of the participant s vested account balance less any outstanding loans) from the balance of the participant s account. Loans are secured by the remaining balance in the participant s account. Interest is charged at a rate equal to the prime rate plus 1% as of the last day of the month before the loan is requested. The loans can be repaid through payroll deductions over terms of 12, 24, 36, 48 or 60 months, or up to 120 months for the purchase of a primary residence, or repaid in full after a minimum of one month. Payments of principal and interest are credited to the participant s account. Participants may have up to two outstanding loans at any time from the Plan.

g. *Forfeitures* - When certain terminations of participation in the Plan occur, the nonvested portion of the participant s account represents a forfeiture, as defined in the Plan document. Forfeitures remain in the Plan and subsequently are used to reduce Rockwell Automation s contributions to the Plan in accordance with ERISA. However, if the participant is re-employed with Rockwell Automation and fulfills certain requirements, as defined in the Plan document, the participant s account will be restored. As of December 31, 2014 and 2013, forfeited nonvested accounts totaled $857 and $3,642, respectively. During the year ended December 31, 2014, Rockwell Automation contributions were reduced by $2,783 from forfeited nonvested accounts. During the year ended December 31, 2013, there was no reduction in Rockwell Automation s contributions from forfeited non-vested accounts.

h. *Plan Termination* - Although Rockwell Automation has not expressed any current intent to terminate the Plan, Rockwell Automation has the authority to terminate or modify the Plan and to suspend contributions to the Plan in accordance with ERISA. If the Plan is terminated or contributions by Rockwell Automation are discontinued, each participant s employer contribution account will be fully vested. Benefits under the Plan will be provided solely from Plan assets.

i. *Withdrawals and Distributions* - Active participants may withdraw certain amounts up to their entire vested interest when the participant attains the age of 59-1/2. Active participants may also withdraw certain amounts when financial hardship is demonstrated. Participant vested amounts are payable upon retirement, death or other termination of employment.

j. *Expenses* A majority of Plan fees and expenses, including fees and expenses associated with the provision of administrative services by external service providers, are paid from Plan assets with the remainder being paid by Rockwell Automation.

2. SUMMARY OF SIGNIFICANT ACCOUNTING POLICIES

a. *Valuation of Investments* The Plan has an interest in the net assets of the Master Trust. The net assets of the Master Trust are stated at fair value. Benefit-responsive investment contracts held in the Master Trust are then adjusted and stated at contract value. Investment contracts held by a defined contribution plan are required to be reported at fair value. However, contract value is the relevant measurement attribute for that portion of the net assets available for benefits of a defined contribution plan attributable to fully benefit-responsive investment contracts because contract value is the amount participants would receive if they were to initiate permitted transactions under the terms of the Plan. The Plan invests in investment contracts through a separate account fund (the Stable Value Fund) held by the Master Trust. The Statements of Net Assets Available for Benefits present the fair value of the investment in the separate account fund as well as the adjustment of the investment in the separate account fund from fair value to contract value relating to the investment contracts. The Statements of Changes in Net Assets Available for Benefits are presented on a contract value basis.

Purchases and sales of securities are recorded on a trade date basis. Interest income is recorded on an accrual basis. Dividends are recorded on the dividend payable date.

b. *Notes Receivable From Participants* Notes receivable from participants are valued at their unpaid principal balance plus any accrued interest, which approximates fair value.

c. *Fair Value Measurements* - Accounting Standards Codification (ASC) Topic 820 establishes a framework for measuring fair value. That framework provides a fair value hierarchy that prioritizes the inputs to valuation techniques used to measure fair value. The hierarchy gives the highest priority to unadjusted quoted prices in active markets for identical assets or liabilities (level 1 measurements) and the lowest priority to unobservable inputs (level 3 measurements). The three levels of the fair value hierarchy under ASC Topic 820 are described below:

Level 1 Valuation based on quoted prices in active markets for identical assets or liabilities that the Master Trust has the ability to access. Since the valuation is based on quoted prices that are readily and regularly available in the active market, valuation of these investments does not entail a significant degree of judgment.

Level 2 Valuation based on quoted prices in markets that are not active or for which all significant inputs are observable, directly or indirectly. Valuation methodology for these assets include:

- Quoted prices for similar assets or liabilities in active markets;
- Quoted prices for identical or similar assets or liabilities in inactive markets;
- Inputs other than quoted prices that are observable for the asset or liability;
- Inputs that are derived principally from or corroborated by observable market data by correlation or other means.

If the asset or liability has a specified (contractual) term, the level 2 input must be observable for substantially the full term of the asset or liability.

Level 3 Valuation based on inputs that are unobservable and significant to the overall fair value measurement.

The asset s or liability s fair value measurement level within the fair value hierarchy is based on the lowest level of any input that is significant to the fair value measurement. Valuation techniques used need to maximize the use of observable inputs and minimize the use of unobservable inputs.

d. *Use of Estimates* - Estimates and assumptions made by the Plan s management affect the reported amount of assets and liabilities and disclosure of contingent assets and liabilities at the date of the financial statements and the reported amounts of increases and decreases to Plan assets during the reporting period. Actual results could differ from those estimates.

e. *Payment of Benefits* - Benefits are recorded when paid.

f. *Risks and Uncertainties* - The Plan invests in various investments. In general, investments are exposed to various risks, such as interest rate, credit and overall market volatility. Due to the level of risk associated with certain investments, it is reasonably possible that changes in the values of certain investments will occur in the near term and that such changes could materially affect the amounts reported in the financial statements.

g. *Subsequent Events* Management has evaluated the impact of all subsequent events through June 15, 2015, the date the Plan s financial statements were available to be issued, and determined that all subsequent events have been appropriately recognized and disclosed in the accompanying financial statements.

3. MASTER TRUST

The Plan s investments are held in the Master Trust account at Fidelity. Use of the Master Trust permits the commingling of the trust assets of a number of benefit plans of Rockwell Automation and its subsidiaries for investment and administrative purposes. Although assets are commingled in the Master Trust, Fidelity maintains supporting records for the purpose of allocating the net earnings or loss of the investment accounts to the various participating plans.

The Master Trust investments are valued at fair value at the end of each day. If available, quoted market prices are used to value investments. If quoted market prices are not available, the fair value of investments is estimated primarily by independent investment brokerage firms and insurance companies.

The net earnings or loss of the accounts for each day are allocated by the Trustee to each participating plan based on the relationship of the interest of each plan to the total of the interests of all participating plans.

The net assets of the Master Trust at December 31, 2014 and 2013 are summarized as follows:

	2014	**2013**
Investments:		
Mutual funds	$ 95,339,504	$ 114,116,921
Lifecycle commingled pools	673,394,399	654,218,072
Common collective trusts	598,521,436	505,991,010
Separate account funds	1,340,143,881	1,409,606,132
Brokerage accounts	63,429,627	53,546,306
Total investments at fair value	2,770,828,847	2,737,478,441
Accrued fees	(89,697)	(169,272)

Net assets at fair value	2,770,739,150	2,737,309,169
Adjustment from fair value to contract value for fully benefit-responsive investment contracts	(8,820,305)	(10,208,836)
Net assets	$ 2,761,918,845	$ 2,727,100,333

The following is a description of the valuation methodologies used for the Master Trust s investments measured at fair value. There have been no changes in the methodologies during the years ended December 31, 2014 and 2013.

Mutual funds Valued at the closing price reported on the active market on which the individual funds are traded.

Lifecycle commingled pools Valued at the net asset value (NAV) as determined by the custodian of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities, then divided by the number of units outstanding. The investment objective of these funds is to match performance of the appropriate custom target date fund index.

Brokerage accounts Consist primarily of equity and fixed income investments valued at the most recent closing price reported on the market on which the individual securities are traded.

Separate account funds; Stable Value Fund Valued at fair value, based on information provided by the Trustee, by discounting the related cash flows based on current yields of similar instruments with comparable durations and considering the credit-worthiness of the issuer of the specific instruments held by the fund at year end. The fair value of the interests in the Stable Value Fund is based upon the net asset value of the fund reflecting all investments at fair value, including interests in fully benefit-responsive contracts as reported by the fund s manager. The investment objective of the Stable Value Fund is to provide for preservation of capital, stability and predictability of returns.

Separate account funds; Rockwell Automation Stock Fund Valued at the NAV of shares held at year end based on the fair value of the underlying investments, primarily Rockwell Automation common stock and short-term investments. The fund seeks to increase value of the participant investments over the long-term by investing in Rockwell Automation common stock. Short-term investments provide needed liquidity to the fund.

Separate account funds; Other Valued at the NAV of shares held at year end based on the fair value of the underlying investments. The objective of these funds is to provide long-term capital growth and current income (Diversified fund) and to outperform the benchmark Russell 2500 Index over the long-term (Small & Mid Cap Equity fund).

Common collective trusts Valued at the NAV, as reported by the fund manager based on the fair value of the underlying investments. The investment objective of the funds is to match the performance, adjusted for investment fees, of the S&P 500 Index (Northern Trust S&P 500 Index fund), Barclays Capital US Aggregate Bond Index (Northern Trust Collective Aggregate Index Bond Fund), and Morgan Stanley All Country World ex-US Investable Market Index (Northern Trust ACWI ex-US Investable Market Fund).

The lifecycle commingled pools, separate account funds, and common collective trusts provide daily liquidity; therefore, the redemption frequency is immediate for the participant, with no redemption notice period. The funds do not have any unfunded commitments.

The methods described above may produce a fair value that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while the Master Trust management believes its valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date.

The following tables set forth by level, within the fair value hierarchy, the fair value of the Master Trust s investments as of December 31, 2014 and 2013:

Investments at Fair Value as of December 31, 2014

	Level 1	Level 2	Level 3	Total
Mutual funds	$ 95,339,504	$	$	$ 95,339,504
Lifecycle commingled pools		673,394,399		673,394,399
Common collective trusts		598,521,436		598,521,436
Separate account funds:				
Rockwell Automation Stock Fund	310,050,685			310,050,685
Stable Value Fund			466,962,510	466,962,510
Other funds	563,130,686			563,130,686
Total separate account funds	873,181,371		466,962,510	1,340,143,881
Brokerage accounts:				
Cash	8,778,084			8,778,084
Common stocks	20,027,599			20,027,599
Mutual funds	33,400,570			33,400,570
Other	1,223,374			1,223,374
Total brokerage accounts	63,429,627			63,429,627
	$ 1,031,950,502	$ 1,271,915,835	$ 466,962,510	$ 2,770,828,847

Investments at Fair Value as of December 31, 2013

Common collective trusts		505,991,010		505,991,010
Separate account funds:				
Rockwell Automation Stock Fund	363,678,365			363,678,365
Stable Value Fund			503,118,958	503,118,958
Other funds	542,808,809			542,808,809
Total separate account funds	906,487,174		503,118,958	1,409,606,132
Brokerage accounts:				
Cash	7,547,049			7,547,049
Common stocks	15,925,461			15,925,461
Mutual funds	29,293,552			29,293,552

Other	780,244			780,244
Total brokerage accounts	53,546,306			53,546,306
	$ 1,074,150,401	$ 1,160,209,082	$ 503,118,958	$ 2,737,478,441

The Stable Value Fund, a level 3 investment, was valued using an income approach, as described earlier in this footnote. Unobservable inputs impacting fair value primarily relate to discount rates of underlying contracts. These rates ranged from 1.81% to 1.84% in 2014 and 1.67% to 1.70% in 2013. Discount rates are determined based on inputs that market participants would use when pricing investments, including credit and liquidity risk. An increase in the discount rate would result in a decrease in fair value.

The table below sets forth a summary of changes in fair market value of the Master Trust s level 3 investments for the years ended December 31, 2014 and 2013:

	Separate Account Fund Stable Value Fund December 31, 2014	Separate Account Fund Stable Value Fund December 31, 2013
Balance, beginning of year	$ 503,118,958	$ 549,227,645
Change in adjustment to fair value from contract value	(1,388,531)	(9,336,768)
Sales	(153,219,177)	(196,221,438)
Purchases	111,118,443	151,742,505
Interest	7,840,063	8,478,228
Fees	(507,246)	(771,214)
Balance, end of year	$ 466,962,510	$ 503,118,958

The Plan offers a Stable Value Fund option which, through the Master Trust, invests primarily in guaranteed investment contracts (GICs) and money market investments. The GICs are benefit-responsive and are designed to allow the Stable Value Fund to maintain a constant NAV and to protect the funds in extreme circumstances. The contracts accrue interest using a formula called the crediting rate. The contracts use the crediting rate formula to convert fair value changes in the covered assets into income distributions in order to minimize the difference between the fair and contract value of the covered assets over time. Using the crediting rate formula, an estimated future fair value is calculated by compounding the fund s current fair value at the fund s current yield to maturity for a period equal to the fund s duration. The crediting rate is the discount rate that equates that estimated future fair value with the fund s current contract value. Crediting rates are reset quarterly. The contracts provide a guarantee that the crediting rate will not fall below 0%. The crediting interest rate for the Stable Value Fund was 1.72% and 1.57% at December 31, 2014 and 2013, respectively. The crediting interest rates on the underlying investments are reviewed on a quarterly basis for resetting. The average yield for the years ended December 31, 2014 and 2013 was 1.66% and 1.68%, respectively.

The fair value of the Stable Value Fund equals the fair value of the underlying assets in the related separate account fund reported to the Plan by Fidelity. In determining the net assets available for benefits, the Stable Value Fund is recorded at contract value. An investment contract is generally valued at contract value, rather than fair value, to the extent it is fully benefit-responsive. Contract value represents contributions made under the contract, plus earnings, less participant withdrawals and administrative expenses. Participants may ordinarily direct the withdrawal or transfer of all or a portion of their investment at contract value. There are currently no reserves against contract values for credit risk of the contract issuers or otherwise.

Certain events limit the ability of the Plan to transact at contract value with the issuer. Such events include the following: (i) amendments to the Plan documents (including complete or partial plan termination or merger with another plan); (ii) changes to the Plan s prohibition on competing investment options or deletion of equity wash provisions; (iii) bankruptcy of the plan sponsor or other plan sponsor events (e.g. divestitures or spin-offs of a subsidiary) which cause a significant withdrawal from the Plan; or (iv) the failure of the trust to qualify for exemption from federal income taxes or any required prohibited transaction exemption under ERISA. The management of the Master Trust does not believe that the occurrence of any such event, which would limit the Plan s ability to transact at contract value with participants, is probable.

An issuer may terminate a GIC at any time. However, in the event that the fair value of the fund s covered assets is below their contract value at the time of such termination, the Trustee may elect to keep the GIC contract in place until such time as the fair value of the fund s covered assets is equal to their contract value. A GIC issuer may also terminate a GIC contract if the Trustee s investment management authority over the fund is limited or terminated as well as if all of the terms of the GIC contract fail to be met. In the event that the fair value of the fund s covered assets is below their contract value at the time of such termination, the terminating GIC provider would not be required to make a payment to the fund.

The Plan s interest in the Stable Value Fund was less than 1% at December 31, 2014 and 2013.

The net investment income of the Master Trust for the years ended December 31, 2014 and 2013 is summarized as follows:

	2014	2013
Interest	$ 10,049,786	$ 10,062,648
Dividends	7,794,044	9,148,032
Net appreciation in fair value of investments:		
Mutual funds	(6,665,428)	20,735,165
Lifecycle commingled pools	38,633,880	79,342,340
Common collective trusts	45,385,838	82,026,437
Separate account funds	45,077,194	258,326,826
Brokerage accounts	163,007	5,180,603
Net investment income	$ 140,438,321	$ 464,822,051

The Plan s interest in the Master Trust, as a percentage of net assets held by the Master Trust, was less than 1% at December 31, 2014 and 2013. While the Plan participates in the Master Trust, the investment portfolio is not ratable among the various participating plans. As a result, those plans with smaller participation in the common stock funds recognized disproportionately less net appreciation in 2014 and 2013.

The Master Trust s investments that exceeded 5% of net assets as of December 31, 2014 and 2013 are as follows:

Description of Investment	2014	2013
Stable Value Fund	$ 466,962,510	$ 503,118,958
Diversified Fund	443,602,516	416,989,939
Rockwell Automation Stock Fund	310,050,685	363,678,365
Northern Trust S&P 500 Index Fund	355,020,598	315,562,099
Pyramis Index Lifecycle 2020 Class W	150,164,547	
Pyramis Index Lifecycle 2025 Class W	145,108,798	
Northern Trust Aggregate Bond Index Fund	142,364,665	
Pyramis Index Lifecycle 2020 Class X		147,970,834
Pyramis Index Lifecycle 2025 Class X		138,268,068

4. NON-PARTICIPANT DIRECTED INVESTMENTS

Information about the net assets and the significant components of the changes in net assets relating to the non-participant directed investments in the Rockwell Automation Stock Fund for the years ended December 31, 2014 and 2013 is as follows:

	2014	2013
Net Assets, Beginning of Year *	$ 717,201	$ 540,861
Changes in net assets:		
Contributions	57,617	59,142
Dividends	14,950	12,748
Net appreciation (depreciation) in fair value	(49,689)	206,967
Benefits paid to participants	(24,881)	(42,402)
Administrative expenses	(369)	
Transfers	(3,625)	(60,115)
Adjustments	26	
Total changes in net assets	(5,971)	176,340
Net Assets, End of Year *	$ 711,230	$ 717,201

* These net assets are included in the Rockwell Automation Stock Fund in the Master Trust.

5. TAX STATUS

The Commonwealth of Puerto Rico Treasury Department has determined and informed Rockwell Automation by letter dated February 11, 2010, that the Plan and related trust are designed in accordance with section 1165(e) of the Puerto Rico Internal Revenue Code of 1994, as amended (the PR Code). The Plan Administrator believes that the Plan is currently designed and is being operated in compliance with the applicable provisions of the PR Code and the Plan continues to be tax-exempt. Therefore, no provision for income taxes has been included in the Plan s financial statements.

Accounting principles generally accepted in the United States of America require the Plan s management to evaluate uncertain tax positions taken by the Plan. The financial statement effects of a tax position are recognized when the position is more likely than not, based on the technical merits to be sustained upon examination by the Commonwealth of Puerto Rico Treasury Department. The Plan Administrator has analyzed the tax positions taken by the Plan, and has concluded that as of December 31, 2014 and 2013, there were no uncertain positions taken or expected to be taken. The Plan has recognized no interest or penalties related to uncertain tax positions. The Plan is subject to routine audits by taxing jurisdictions; however, there are currently no audits for any tax periods in progress. The plan administrator believes the Plan is no longer subject to income tax examinations for tax returns filed prior to January 1, 2012.

6. RELATED-PARTY TRANSACTIONS

Certain Master Trust investments are shares of mutual funds managed by Fidelity Management Trust Company. Fidelity is the recordkeeper as defined by the Master Trust; therefore, these transactions qualify as party-in-interest transactions. Fees paid by the Master Trust for investment management services were included as a reduction of the return earned on each fund. Popular de Puerto Rico is the trustee and trustee fees have been paid from the settlement account of the Plan.

At December 31, 2014 and 2013, the Master Trust held 2,750,951 and 3,040,664 shares, respectively, of common stock of Rockwell Automation, the sponsoring employer, with a cost basis of $73,621,401 and $67,175,372, respectively, and a fair value of $305,905,751 and $359,284,858, respectively.

During 2014 and 2013, dividends on Rockwell Automation common stock, held in the Master Trust, paid and/or credited to eligible plan participants accounts totaled $6,879,653 and $6,832,834, respectively.

7. RECONCILIATION OF FINANCIAL STATEMENTS TO FORM 5500

Reconciliation of net assets available for benefits reported in the financial statements to the net assets reported on line 1(c) of the 2014 Form 5500 Schedule I, Part I is presented below.

	2014	2013
Net assets available for benefits reported in the financial statements	$ 3,843,809	$ 3,719,351
Adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	11,404	16,210
Net assets reported on Form 5500	$ 3,855,213	$ 3,735,561

Reconciliation of net increase in plan assets reported in the financial statements to the net income reported on line 2(k) of the 2014 Form 5500 Schedule I, Part I is presented below.

	2014
Net increase in net assets available for benefits as reported in the financial statements	$ 124,458
Change in adjustment from contract value to fair value for interest in Master Trust relating to fully benefit-responsive investment contracts	(4,806)
Net income as reported on Form 5500	$ 119,652

* * * * *

ROCKWELL AUTOMATION 1165(e) PLAN

FORM 5500, SCHEDULE I, PART I -

SCHEDULE OF ASSETS (HELD AT END OF YEAR),

DECEMBER 31, 2014

EIN 25-1797617

PLAN NUMBER 011

Column A	**Column B** Identity of Issuer, Borrower, Lessor or Similar Party	**Column C** Description of Investment Including Collateral, Rate of Interest, Maturity Date, Par or Maturity Value	**Column D** Cost	**Column E** Current Value
*	Fidelity Management Trust Company	Rockwell Automation, Inc. Defined Contribution Master Trust	$2,957,296	$3,822,795
*	Various participants	Loans from participants; rates at 4.25%, due 2015 to 2018		32,418
	Total assets (held at end of year)		$ 2,957,296	$ 3,855,213

* Party-in-interest

SIGNATURES

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

ROCKWELL AUTOMATION 1165(e) PLAN

By /s/ Teresa E. Carpenter
Teresa E. Carpenter
Plan Administrator
Date: June 15, 2015

Exhibit A

CONSENT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM

We consent to the incorporation by reference in the Registration Statement No. 333-157203 of Rockwell Automation, Inc. on Form S-8 of our report dated June 15, 2015, appearing in this Annual Report on Form 11-K of Rockwell Automation 1165(e) Plan for the year ended December 31, 2014.

/s/ BAKER TILLY VIRCHOW KRAUSE, LLP

Milwaukee, Wisconsin

June 15, 2015