Rockwell Automation

2017

NOTICE OF ANNUAL MEETING AND PROXY STATEMENT

February 7, 2017 at 5:30 pm

Rockwell Automation, Inc.
1201 South Second Street
Milwaukee, Wisconsin 53204, USA

December 14, 2016

Dear Fellow Shareowner:

You are cordially invited to attend our 2017 Annual Meeting of Shareowners on Tuesday, February 7, 2017, at our Global Headquarters in Milwaukee, Wisconsin. You will find information about the business to be conducted at the meeting in the attached notice of meeting and proxy statement. At the meeting, you will have a chance to ask questions of general interest to shareowners. You can read about our performance in the accompanying 2016 Annual Report and Form 10-K. In addition, we make available on our Investor Relations website at https://ir.rockwellautomation.com/investors a variety of information for investors.

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

We hope to see you at the meeting. On behalf of the entire Board, we want to thank you for your continued support of Rockwell Automation.

Sincerely yours,

Keith D. Nosbusch

Chairman

Blake D. Moret

President and Chief Executive Officer

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Rockwell Automation, Inc.
1201 South Second Street
Milwaukee, Wisconsin 53204, USA

Notice of 2017 Annual Meeting of Shareowners

To the Shareowners of ROCKWELL AUTOMATION, INC.:

The 2017 Annual Meeting of Shareowners of Rockwell Automation, Inc. will be held in the Community Room at the Rockwell Automation Global Headquarters, 1201 South Second Street, Milwaukee, Wisconsin, USA on Tuesday, February 7, 2017, at 5:30 p.m. (Central Standard Time) for the following purposes:

(a) to vote on whether to elect as directors the five nominees named in the accompanying proxy statement;
(b) to vote on a proposal to approve the selection by the Audit Committee of our Board of Directors of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2017;
(c) to vote on a proposal to approve on an advisory basis the compensation of our named executive officers;
(d) to vote on a proposal to approve on an advisory basis the frequency of the shareowner vote on the compensation of our named executive officers; and
(e) to transact such other business as may properly come before the meeting.

Only shareowners of record at the close of business on December 12, 2016 may vote at the meeting.

By order of the Board of Directors.

Douglas M. Hagerman
Secretary

December 14, 2016

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

PROXY SUMMARY

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

Annual Meeting of Shareowners

- Date and Time: Tuesday, February 7, 2017 at 5:30 pm CST
- Location: Rockwell Automation Global Headquarters, 1201 South Second Street, Milwaukee, WI 53204
- Record Date: December 12, 2016

Who May Vote

You may vote if you were a shareowner of record at the close of business on the December 12, 2016 record date.

How to Cast Your Vote

You can vote by any of the following methods:

Internet (*www.proxyvote.com*) until February 6, 2017;

Telephone (1-800-690-6903) until February 6, 2017;

Complete, sign and return your proxy by mail by February 2, 2017;

- If you hold shares in one of our savings plans, by Internet *(www.proxyvote.com),* telephone (1-800-690-6903) or mail by February 2, 2017; or
- In person, at the Annual Meeting: If you are a shareowner of record, your admission card will serve as proof of ownership. If you hold your shares through a broker, nominee or other intermediary, you must bring proof of ownership to the meeting.

Voting Matters

We are asking you to vote on the following proposals at the Annual Meeting:

	Board Vote Recommendation	Page Reference (for more detail)
Election of Directors	FOR each Director Nominee	10
Approval of Auditors	FOR	49
Advisory Vote on Executive Compensation	FOR	51
Advisory Vote on the Frequency of the Shareowner Vote on Executive Compensation	FOR every one year	53

Board and Governance Highlights (page 6)

- All directors and nominees are independent (except our Chairman and our CEO)
- Balanced director tenure – three continuing directors have more than ten years of service and five have less than five years of service
- Balanced director ages with five directors under age 60
- Independent Lead Director
- Diverse Board
- By-laws provide for proxy access by shareowners
- Code of Conduct for all employees and directors
- Stock ownership requirements for officers and directors
- Anti-hedging and anti-pledging policies
- Annual ethics training
- Active shareowner engagement

The following chart highlights certain key qualifications represented by each director. Additional information about each director's capabilities and other qualifications is set forth in each director's profile.

Summary of Qualifications of Directors

Skills/Attribute	Alewine	Holloman	Kalmanson	Keane	Kingsley	McCormick	Moret	Nosbusch	Parfet	Payne	Rosamilia
Leadership	•	•	•	•	•	•	•	•	•	•	•
International	•		•	•	•		•	•			•
Finance	•			•	•				•	•	
Industry		•	•		•	•	•	•	•		•
Risk		•	•	•		•			•	•	
Technology	•	•				•	•	•		•	•
Other Information											
Age	68	61	64	57	53	72	54	65	64	58	55
Tenure	16	3	5	5	3	27	<1	12	8	1	<1
Independent	•	•	•	•	•	•			•	•	•
Other Public Company Boards	1	0	0	1	2	0	0	0	3	2	0

Board Nominees (page 10)

The following table provides summary information about each director nominee.

Name	Age	Director Since	Occupation	Independent	Committee Memberships	Other Public Company Boards
Steven R. Kalmanson	64	2011	Retired Executive Vice President, Kimberly-Clark Corporation (consumer package goods)	Yes	• Board Composition and Governance • Technology and Corporate Responsibility	0
James P. Keane	57	2011	President and Chief Executive Officer, Steelcase Inc. (office furniture)	Yes	• Audit (Chair) • Technology and Corporate Responsibility	1
Blake D. Moret	54	2016	President and Chief Executive Officer	No	None	0
Donald R. Parfet	64	2008	Managing Director, Apjohn Group, LLC (business development); General Partner, Apjohn Ventures Fund (venture capital fund)	Yes	• Board Composition and Governance (Chair) • Audit	3
Thomas W. Rosamilia	55	2016	Senior Vice President, IBM Systems	Yes	• Audit • Technology and Corporate Responsibility	0

Directors are elected by a plurality of votes cast, subject to our director resignation policy. If a director is elected by a plurality of votes cast but fails to receive a majority vote, the director must tender his or her resignation to the Board for its consideration. See the subsection entitled "Election of Directors" on page 57 for more information about our director resignation policy.

Auditor (page 49)

We ask our shareowners to approve the selection of Deloitte & Touche LLP as our independent registered public accounting firm for the year ending September 30, 2017 (the D&T appointment). Below is summary information about fees paid to Deloitte & Touche LLP for services provided in fiscal 2016 and 2015 (in millions):

Year Ended September 30	2016	2015
Audit Fees	$ 5.35	$ 5.53
Audit-Related Fees	0.12	0.22
Tax Fees	0.00	0.00
All Other Fees	0.01	0.01
TOTAL	**$ 5.48**	**$ 5.76**

Executive Compensation (page 26)

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

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

We seek sustained growth and performance through various activities that depend on our executives for their planning and execution. We believe it is important to align the compensation of our leadership with this growth and performance strategy through pay for performance. We believe our shareowners support this philosophy based on the overwhelming level of shareowner support for the proposal to approve the compensation of our named executive officers presented at our 2016 Annual Meeting.

Advisory Vote to Approve Executive Compensation (page 51)

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

- a balanced mix of long-term incentives including stock options, performance shares and restricted stock to motivate long-term performance and reward executives for absolute gains in share price and relative performance based on total shareowner return compared to the S&P 500 Index;
- very limited perquisites;
- stock ownership requirements for officers;
- annual incentive compensation payouts tied directly to performance and capped at 200% of target, limiting excessive awards for short-term performance;
- multiple-year vesting of long-term incentive awards;
- absence of employment contracts with our named executive officers; and
- use of claw-back agreements and recoupment policy.

Advisory Vote to Approve the Frequency of the Shareowner Vote on the Compensation of our Named Executive Officers (page 53)

We ask our shareowners to vote on whether the shareowner vote on the compensation of our named executive officers should occur every one, two or three years.

PROXY STATEMENT

2017 Annual Meeting

The 2017 Annual Meeting of Shareowners of Rockwell Automation, Inc. will be held at 5:30 p.m. (Central Standard Time) on February 7, 2017, for the purposes set forth in the accompanying Notice of 2017 Annual Meeting of Shareowners. This proxy statement and the accompanying proxy are furnished in connection with the solicitation by our Board of Directors of proxies to be used at the meeting and at any adjournment of the meeting. We will refer to your company in this proxy statement as "we," "us," "our," the "Company" or "Rockwell Automation."

This proxy statement and form of proxy are being distributed or made available to shareowners beginning on or about December 22, 2016.

Rockwell Automation

We are a leader in industrial automation and information; we make our customers more productive and the world more sustainable. Our products, solutions and services are designed to meet our customers' needs to reduce total cost of ownership, maximize asset utilization, improve time to market and reduce enterprise business risk.

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

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

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

CORPORATE GOVERNANCE

Good governance is a critical part of our corporate culture. The following provides an overview of certain of our governance practices:

Board of Directors

- Size of Board – 11
- Plurality vote with director resignation policy for failures to receive a majority vote in uncontested director elections
- Lead Independent Director
- All directors are expected to attend the Annual Meeting
- Generally directors do not stand for re-election after age 72

Board Composition

- Number of independent directors – 9
- Diverse Board with different backgrounds, experiences and expertise, as well as balanced mix of ages and tenure of service
- Six current and former CEOs
- Audit Committee has financial experts

Board Processes

- Independent directors meet without management present
- Annual Board and Committee self-assessments and individual director evaluations
- Board orientation program
- Guidelines on Corporate Governance approved by Board
- Board plays active role in risk oversight
- Full Board regularly reviews succession planning for CEO and senior management

Shareowner Rights

- Confidential voting policy
- By-laws provide proxy access to shareowners

Board Alignment with Shareowners

- Annual equity grants align interests of directors and officers with shareowners
- Annual advisory approval of executive compensation
- Stock ownership requirements for officers and directors
- Active shareowner engagement

Compensation

- No employment agreements with officers
- Executive compensation is tied to performance – 67% to 83% of target pay for NEOs is performance-based
- Anti-hedging and anti-pledging policies for directors and officers
- Recoupment policy and claw-back agreements

Integrity and Compliance

- Code of Conduct for employees, officers and directors
- Environmental, health and safety policies
- Annual training on ethical behavior is required for all employees

Other

- Employees may vote their shares in Company-sponsored plans
- An independent inspector tabulates shareowner votes for the Annual Meeting
- Disclosure Committee to ensure timely and accurate disclosures in SEC reports
- No poison pill

In June 2016, our Board adopted a proxy access by-law that permits eligible shareowners to nominate candidates for election to our Board and have the candidates included in our proxy statement and ballot. The proxy access by-law provides that a shareowner, or group of up to 20 shareowners, that owns 3% or more of the Company's outstanding common stock continuously for at least three years may submit director nominees for up to the greater of two directors or 20 percent of the Board (provided the shareowner and nominees satisfy specified requirements).

The Board of Directors has adopted Guidelines on Corporate Governance that contain general principles regarding the responsibilities and function of our Board and Board Committees. The Guidelines set forth the Board's governance practices with respect to leadership structure, Board meetings and access to senior management, director compensation, director qualifications, Board performance, management development and succession planning, director stock ownership, and enterprise risk management. The Guidelines are available on our website at *https://ir.rockwellautomation.com/corporate-governance/-governance-documents/default.aspx.*

Shareowner Engagement

We believe that effective corporate governance should include regular engagement with our shareowners. While we have always had regular dialogue with our investors about a variety of business and strategic matters, our engagement on corporate governance matters occurred primarily during proxy season until 2015, when we started a more formalized program for active shareowner engagement. In fall 2015, we conducted outreach to our twenty largest shareowners representing approximately 40% of our outstanding shares. We discussed with

shareowners who accepted our outreach invitation various topics, including investor proxy voting processes, shareowner engagement practices, various corporate governance practices and our executive compensation program. We also solicited input on topics of importance to our shareowners. We conducted additional outreach with our largest shareowners during the 2016 proxy season with post-meeting follow-up on certain topics addressed at the meeting. In fall 2016, we again conducted outreach with our largest shareowners representing approximately 47% of our outstanding shares to discuss changes to our governance practices and receive feedback on other topics that are important to them.

We summarize shareowner feedback and present it to our Board. Our Board values the views of shareowners and considers shareowner feedback in establishing and evaluating appropriate policies and practices. Acting in line with shareowner feedback, last year our proxy statement included a proposal asking shareowners to approve an amendment to our by-laws to add an exclusive forum provision. The by-law proposal was approved by shareowners at our 2016 annual meeting and implemented. Through our ongoing outreach, we received feedback that shareowners largely favor proxy access. In June 2016, after careful review, our Board proactively adopted a proxy access by-law.

We believe that regular engagement with our shareowners helps to strengthen our relationships with shareowners and helps us to better understand shareowner views on our corporate governance practices and other matters of importance to our business.

Related Person Transactions

The Board of Directors adopted a written policy regarding how it will review and approve related person transactions (as defined below). The Board Composition and Governance Committee is responsible for administering this policy. The policy is available on our website at *https://ir.rockwellautomation.com/corporate-governance/governance-documents/default.aspx.*

The policy defines a related person transaction as any transaction in which the Company is or will be a participant, in which the amount involved exceeds $120,000, and in which any director, director nominee, executive officer or more than 5% shareowner or any of their immediate family members has or will have a direct or indirect material interest. The policy sets forth certain transactions, arrangements and relationships not reportable under Securities and Exchange Commission (SEC) rules that do not constitute related person transactions.

Under this policy, each director, director nominee and executive officer must report each proposed or existing transaction between us and that individual or any of that individual's immediate family members to our General Counsel. Our General Counsel will assess and determine whether any transaction reported to him or of which he learns constitutes a related person transaction. If our General Counsel determines that a transaction constitutes a related person transaction, he will refer it to the Board Composition and Governance Committee. The Committee will approve or ratify a related person transaction only if it determines that the transaction is in, or is not inconsistent with, the best interests of the Company and its shareowners. In determining whether to approve or ratify a related person transaction, the Committee will consider factors it deems appropriate, including:

- the fairness to the Company;
- whether the terms of the transaction would be on the same basis if a related person was not involved;
- the business reasons for the Company to participate in the transaction;
- whether the transaction may involve a conflict of interest;
- the nature and extent of the related person's and our interest in the transaction; and
- the amount involved in the transaction.

There are no related person transactions to report in this proxy statement.

Potential Director Candidates

The Board Composition and Governance Committee is responsible for screening potential director candidates and recommending qualified candidates to the full Board.

The Committee will consider director candidates recommended by shareowners. Shareowners can recommend director candidates by writing to the Corporate Secretary at Rockwell Automation, 1201 South Second Street, Milwaukee, Wisconsin 53204, USA. 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 shareowner 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, the 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.

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, diversity 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 Company, and have sufficient time available to devote to the affairs of the Company. The Committee from time to time reviews with the Board our Board Membership Criteria.

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 nominate candidates for election to the Board directly at the annual shareowner meeting by following the procedures and providing the information, including a questionnaire, representation and agreement from the nominee, set forth in our by-laws. See *"Shareowner Proposals for 2018 Annual Meeting"* set forth later in this proxy statement. Eligible shareowners may also use our proxy access by-law to nominate candidates for election to our Board provided the shareowners and nominees satisfy specified requirements.

In April 2016, the Board elected a new independent director to the Board, Thomas W. Rosamilia. The Board Composition and Governance Committee led the search process. Mr. Rosamilia was identified by an outside search firm engaged by the Committee.

Diversity

The Board does not have a formal policy with respect to diversity, but recognizes the value of a diverse Board and thus has included diversity as a factor that is taken into consideration in its Board Membership Criteria.

When it considers the composition of the Board, especially when adding new directors, the Board Composition and Governance Committee assesses the skills and experience of Board members and compares them to the skills that might benefit the Company, in light of the current Board composition. The Committee seeks people with a variety of occupational and personal backgrounds to ensure that the Board benefits from a range of perspectives and to enhance the diversity of the Board in such areas as experience, geography, race, gender and ethnicity. When selecting director candidates, the Committee may establish specific skills, experiences or backgrounds that it believes the Board should seek in order to achieve balance and effectiveness.

The Board believes that it is important that its members reflect diverse viewpoints so that, as a group, the Board includes a sufficient mix of perspectives to allow the Board best to fulfill its responsibilities to shareowners.

Communications to the Board and Ombudsman

Shareowners and other interested parties may send communications to the Board, an individual director, the Lead Director, the non-management directors as a group, or a Board Committee at the following address:

Rockwell Automation, Inc.
c/o Corporate Secretary
1201 South Second Street
Milwaukee, Wisconsin 53204, USA
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 of our Board of Directors, concerns about accounting, internal controls or auditing matters should be reported to the Ombudsman as outlined in our Code of Conduct, which is available on our website at *www.rockwellautomation.com,* select "Sustainability & Ethics" at the bottom of the page, then under "Integrity & Compliance" click on "Code of Conduct." These standards are also available in print to any shareowner upon request. 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.
1201 South Second Street
Milwaukee, Wisconsin 53204, USA

You may also contact the Ombudsman by telephone at 1 (800) 552-3589 (US only) or +1 (414) 382-8484, e-mail at *ombudsman@ra.rockwell.com,* fax at +1 (414) 382-8485, or, if you wish to remain anonymous, by going to: *https://rockwellautomationombudsman.alertline.com*.

Board Leadership Structure

Our Board of Directors adheres to a flexible approach to the question of whether to separate or combine the roles of Chairman and CEO. The Board believes that this is a matter that should be discussed and determined by the Board from time to time and that it depends upon the current performance of the Company and the experience, knowledge and temperament of the CEO. The Board separated the roles of Chairman and CEO on July 1, 2016 when Mr. Nosbusch stepped down as President and CEO, while remaining as Chairman, and Mr. Moret became President, CEO and a Board member. The Board believes that this leadership structure best serves the needs of the Board at this time as Mr. Moret transitions to his new role. It effectively allocates responsibility and oversight between management and the Board. Mr. Nosbusch will continue to lead the Board and act as an advisor to Mr. Moret on strategic aspects of the CEO role. Mr. Moret has primary responsibility for the operational leadership and strategic direction of the Company.

In order to ensure the effectiveness of the independent directors, the independent directors elected Donald R. Parfet to serve as Lead Director. Mr. Parfet is an experienced director having served as a senior executive of a pharmaceutical company, as lead director of another public company, and as an outside director on three public company boards (in addition to the Company). The Board believes that this leadership framework further strengthens the leadership of the Company. The duties and responsibilities of the Lead Director include: preside at all meetings of the Board at which the Chairman is not present; preside at all executive sessions of the independent directors; act as a key liaison between the Chairman and CEO and the independent directors; call meetings of the independent directors, when necessary; communicate Board feedback to the Chairman and CEO after each Board meeting (except that the Chair of the Compensation Committee will lead the discussion of the performance of the CEO and communicate the Board's evaluation of that performance to the CEO); and perform such other duties as the Board may request from time to time. The role of the Lead Director remains unchanged with the separation of the Chairman and CEO roles. Our Guidelines on Corporate Governance require the appointment of an independent Lead Director in the event the Chairman is a management director.

The Board's independent oversight function is further enhanced by the fact that all four Committees are comprised entirely of independent directors, the directors have complete access to management, the Board and these Committees may retain their own advisors and there is an annual

evaluation by the independent Compensation Committee of our CEO's performance against predetermined goals.

The Board believes the current leadership structure is appropriate for the Company at this time, providing effective independent oversight of management and a highly engaged and functioning Board.

Succession Planning

Our Board considers succession planning and development to be a critical part of the Company's long-term strategy. The full Board oversees CEO and senior management succession and development plans and receives regular reports on employee engagement and retention matters. At least annually the Board reviews senior management succession and development plans with our CEO. With regard to CEO succession planning, the Board regularly discusses potential CEO candidates and their development and preparedness.

Board's Role in Risk Oversight

The responsibility for managing risk rests with executive management. The Board has primary responsibility for oversight of management's program of enterprise risk management for the Company. The standing Committees of the Board address the risks related to their respective areas of oversight, and the Audit Committee is responsible for reviewing the overall guidelines and policies that govern our process for risk assessment and management.

Management periodically reports to the Board regarding the system that management has implemented to assess, manage and monitor risks. Management also reports to the Board on the risks it has assessed to be the most significant, together with management's plans to mitigate those risks.

Our risk management system seeks to ensure that the Board is informed of major risks facing the Company. The Audit Committee provides oversight regarding financial risks. The Audit Committee receives regular reports on management policies and practices relating to the Company's financial statements and the effectiveness of internal controls over financial reporting. The Audit Committee also receives regular reports from the Company's independent auditors and general auditor as well as the General Counsel regarding legal and compliance risks. The Compensation Committee considers the risk implications of the incentives created by our compensation programs. The Technology and Corporate Responsibility Committee oversees risks related to technology, safety, and environmental protection, among other corporate responsibility matters. The Board Composition and Governance Committee oversees governance-related risks including conflicts of interest, director independence, and board and committee structure and performance.

Our risk oversight is aligned with the Board's oversight of the Company's strategies and plans. Thus, the Board ordinarily receives reports on the risks implicated by the Company's strategic decisions concurrent with the deliberations leading to those decisions. From time to time, the full Board will receive reports from management on enterprise risks that are not specifically assigned to a specific committee.

We believe we have an effective risk management system that fosters a culture of appropriate risk taking. We have strong internal processes and a strong control environment to identify and manage risks. We also believe that our current leadership structure, with Mr. Nosbusch serving as Chairman and Mr. Moret serving as CEO and a Board member, enhances the Board's effectiveness in overseeing risk. Both Mr. Nosbusch and Mr. Moret have extensive knowledge of the Company's business and operations that helps the Board to identify and address key risks facing the Company. Executive officers are assigned responsibility for managing the risks deemed most significant.

Our Annual Report on Form 10-K for the year ended September 30, 2016 contains an extensive description of the most significant enterprise risks that we face.

Independent Director Sessions

The independent directors meet in executive session without any officer or member of management present in conjunction with regular meetings of the Board. The Lead Director presides over executive sessions. Following each executive session, the Lead Director will discuss with each of the Chairman and CEO appropriate matters from these sessions.

Corporate Governance Documents

You will find current copies of the following corporate governance documents on our website at *https://ir.rockwellautomation.com/-corporate-governance/governance-documents/default.aspx*:

- Board of Directors Guidelines on Corporate Governance
- Audit Committee Charter
- Compensation Committee Charter
- Board Composition and Governance Committee Charter
- Technology and Corporate Responsibility Committee Charter
- Code of Conduct
- Related Person Transactions Policy
- Executive Compensation Recoupment Policy
- Shareowner Communications to the Board and Ombudsman
- Certificate of Incorporation
- By-laws

We will provide printed copies of any of these documents to any shareowner upon written request to Rockwell Automation Shareowner Relations, 1201 South Second Street, Milwaukee, WI 53204, USA.

ELECTION OF DIRECTORS

Our 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 2017 Annual Meeting. The Board has nominated all three of these current directors, upon the recommendation of the Board Composition and Governance Committee, for election as directors with terms expiring at the 2020 Annual Meeting. In addition, the Board has designated Blake D. Moret and Thomas W. Rosamilia as additional nominees for election as directors with terms expiring at the 2019 Annual Meeting. Mr. Moret and Mr. Rosamilia are current members of the Board, having been first elected to the Board in July 2016 and April 2016, respectively.

Proxies properly submitted will be voted at the meeting, unless authority to do so is withheld, for the election of the five nominees specified in *Nominees for election as directors* below, subject to applicable NYSE regulations. If for any reason any of these 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. Alternatively, the Board of Directors may decrease the number of directors.

Information about Director Nominees and Continuing Directors

For each director nominee and continuing director, we have stated the person's name, age (as of December 1, 2016) and principal occupation; the position, if any, with the Company; the period of service as a director of the Company (or a predecessor corporation); and other directorships held.

Nominees for election as directors with terms expiring in 2020

Steven R. Kalmanson

Director Since: 2011
Age: 64
Committees: Board Composition & Governance and Technology & Corporate Responsibility
Independent
Key Qualifications: Leadership, International, Industry, Risk
Retired Executive Vice President, Kimberly-Clark Corporation (consumer package goods)

Experience and Qualifications:

Mr. Kalmanson joined Kimberly-Clark Corporation in 1977 and held various marketing and business management positions within the consumer products businesses. He was appointed President, Adult Care in 1990, President, Child Care in 1992, President, Family Care in 1994, Group President of the Consumer Tissue segment in 1996, Group President-North Atlantic Personal Care in 2004 and Group President-North Atlantic Consumer Products in 2005. Mr. Kalmanson was president and sole owner of Maxair, Inc., an aviation services company, from 1988 to 2011.

Mr. Kalmanson brings extensive business and executive management experience to the Board having served in various officer positions for Kimberly-Clark, a global public company. Throughout his career, he successfully initiated and managed change to assist in the transformation of Kimberly-Clark from a pulp and paper company to a globally-recognized consumer package goods conglomerate marketing some of the most recognized brands in the world. In addition to his U.S. experience, he has international management experience through his responsibilities for Kimberly-Clark's European and Canadian businesses and sales organizations, global procurement and supply chain organizations and marketing research and services organizations. He successfully innovated, restaged and grew Kimberly-Clark's global consumer brands and businesses. He has experience leading mergers and acquisitions, organizational restructurings and facility closures and divestitures. In addition, he owned and operated his own aviation services business from 1988 until 2011, which gives him insights into economic, operational, regulatory and other challenges faced by the Company. Mr. Kalmanson holds an M.B.A. from the University of Witwatersrand, Johannesburg, South Africa.

James P. Keane

Director Since: 2011
Age: 57
Committees: Audit (Chair) and Technology & Corporate Responsibility
Independent
Key Qualifications: Leadership, International, Finance, Risk
President and Chief Executive Officer, Steelcase Inc. (office furniture)

Experience and Qualifications:

Mr. Keane has served as President and Chief Executive Officer of Steelcase Inc. since March 2014. He has held several leadership roles since joining Steelcase in 1997. He served as Senior Vice President and Chief Financial Officer of Steelcase from 2001 through 2006. He was named President of the Steelcase Group in October 2006, where he had responsibility for the sales, marketing and product development activities of certain brands primarily in North America. In January 2011, he assumed leadership of the Steelcase brand across the Americas and Europe, the Middle East and Africa. From November 2012 to April 2013, he served as Chief Operating Officer, responsible for the design, engineering and development, manufacturing, sales and distribution of all brands in all countries where Steelcase does business. From April 2013 to March 2014, Mr. Keane served as President and Chief Operating Officer. Mr. Keane has served as a director of Steelcase since April 2013. He also serves as a director or trustee of a number of civic and charitable organizations.

As President, Chief Executive Officer and a board member of a global public company, Mr. Keane brings current business experience and knowledge to the Board. Through his executive roles at Steelcase, he has extensive leadership experience and a comprehensive understanding of business operations, processes and strategy as well as risk management, sales, marketing and product development. In addition, he has a high level of financial literacy and accounting experience having served as CFO of Steelcase. His understanding of financial statements, accounting principles, internal controls and audit committee functions provides the Board with expertise in addressing the complex issues that can be raised by the Company's financial reporting and matters related to the Company's financial position. Mr. Keane holds a master's degree in management from the Kellogg School of Management, Northwestern University.

Donald R. Parfet

Director Since: 2008
Age: 64
Lead Director
Committees: Board Composition & Governance (Chair) and Audit
Independent
Key Qualifications: Leadership, Finance, Industry, Risk
Managing Director, Apjohn Group, LLC (business development); General Partner, Apjohn Ventures Fund (venture capital fund)

Experience and Qualifications:

Mr. Parfet has served as Managing Director of Apjohn Group since 2001. Before that, he served as Senior Vice President of Pharmacia Corporation (pharmaceuticals). Mr. Parfet is a director of ProNAi Therapeutics, Inc., Kelly Services, Inc. and Masco Corporation and serves as a director or trustee of a number of business, civic and charitable organizations.

Mr. Parfet brings extensive finance and industry experience to the Board. He has served as General Partner of Apjohn Ventures Fund, a venture capital fund, since 2003. In this role, he is an active investor in early stage pharmaceutical companies, which requires evaluating financial and development risk associated with emerging medicines. During his years at The Upjohn Company and its successor Pharmacia & Upjohn, he had extensive financial and corporate staff management responsibilities and ultimately senior operational responsibilities for multiple global business units. He is experienced in leading strategic planning, risk assessment, human resource planning and financial planning and control as well as the manufacturing of pharmaceuticals, chemicals and research instruments. Mr. Parfet has board oversight and corporate governance experience from his current service as Lead Director of Kelly Services, Inc. and as a member of its Audit, Compensation and Governance & Nominating Committees. He is also a director of Masco Corporation, where he serves on its Audit and Organization and Compensation (Chair) Committees, and ProNAi Therapeutics, Inc., where he serves as Chairman of the Board and on its Compensation (Chair) and Nominating & Governance Committees. Mr. Parfet holds an M.B.A. from the University of Michigan.

Nominees for elections as directors with terms expiring in 2019

Blake D. Moret

Director Since: 2016
Age: 54
Committees: None
Key Qualifications: Leadership, International, Industry, Technology
President and Chief Executive Officer

Experience and Qualifications:

Mr. Moret has been our President and Chief Executive Officer since July 2016. He served as Senior Vice President, Control Products and Solutions from April 2011 until July 2016. Mr. Moret serves as a director or member of a number of business, civic and community organizations.

The Board selected Mr. Moret to lead our Company as CEO and serve on the Board because he is an exceptionally well-qualified leader with a proven track record of success. He has 31 years of broad experience with the Company including leadership roles in marketing, solutions, services and product groups. He began his career with the Company in 1985, serving in senior positions across the organization, including international assignments in Europe and Canada, most recently as the leader of one of our two business segments. He has a deep understanding of the Company's values, culture, people, technology and customers. He understands how to drive change and growth in a changing global economy. Mr. Moret brings valuable insights to the Board regarding our operations, technology, culture, industry trends, competitive positioning and strategic direction. Mr. Moret received his bachelor's degree in mechanical engineering from the Georgia Institute of Technology.

Thomas W. Rosamilia

Director Since: 2016
Age: 55
Committees: Audit and Technology & Corporate Responsibility
Independent
Key Qualifications: Leadership, International, Industry, Technology
Senior Vice President, IBM Systems (technology)

Experience and Qualifications:

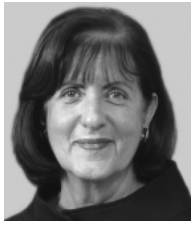
Mr. Rosamilia has served as Senior Vice President of IBM Systems since 2013. In this role, he has global responsibility for all aspects of IBM's software, server and storage systems as well as IBM's Global Business Partners organization. He joined IBM in 1983 as a software developer and has held a series of leadership positions, including General Manager of IBM's WebSphere software division, General Manager of IBM Systems and Technology Group, Vice President of IBM Corporate Strategy and most recently as Senior Vice President of IBM Systems and Technology Group and IBM Integrated Supply Chain. In November 2015, he was appointed as Economic Advisor to the Governor of Guangdong Province of the People's Republic of China.

Mr. Rosamilia brings a high level of technological and strategic experience to the Board. Through his leadership experience at IBM, he has a deep understanding of technology development, operations and strategy. He led IBM's semiconductor, servers, storage, and the system software business; all of IBM's supply chain; and the company's Global Business Partners organization. During that time, he oversaw the transformation of IBM's Systems & Technology Group business to better address clients' higher-value, data-driven IT requirements, which included making major investments in strategic businesses and initiatives while exiting businesses that were not aligned with client demands. In 2013, Mr. Rosamilia helped to lead the creation of the OpenPOWER Foundation, a collaboration around open server product design and development. Mr. Rosamilia has also overseen the divestiture of IBM's global semiconductor manufacturing business and the divestiture of IBM's x86 server business. As General Manager of IBM Systems & Technology Group's System z and Power Systems, he was responsible for all facets of both businesses, including strategy, marketing, sales, operations, technology development and overall financial performance. Mr. Rosamilia has served on the boards of several charitable and business organizations. Mr. Rosamilia received his bachelor's degree from Cornell University, with majors in computer science and economics. He also completed the IBM Strategic Leadership Forum at Harvard Business School.

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

Continuing directors with terms expiring in 2018

Betty C. Alewine



Director Since: 2000
Age: 68
Committees: Board Composition & Governance and Technology & Corporate Responsibility (Chair)
Independent
Key Qualifications: Leadership, International, Finance, Risk
Retired President and Chief Executive Officer, COMSAT Corporation (now part of Lockheed Martin Corporation) (global satellite services and digital networking services and technology)

Experience and Qualifications:

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 2000. 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 is a director of 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.

Ms. Alewine has significant leadership experience having served as the CEO of COMSAT Corporation and executive-level experience with international business operations, strategic business development, technology and sales and marketing. She brings valuable experience and knowledge through her service on the boards of other companies in finance, risk oversight, audit and corporate governance matters. She serves on the Governance (Chair) and Compensation Committees of New York Life Insurance Company and on the Audit (Chair) and Corporate Governance & Nominating Committees of The Brink's Company. She also has global industrial knowledge having served as the United States representative to the Board of Governors of the International Telecommunications Satellite Organization (INTELSAT) and Chairman and Vice Chairman of the INTELSAT Board, as well as on the President's National Security Telecommunications Advisory Council. Ms. Alewine received an Honorary Doctorate of Engineering from Stevens Institute of Technology for her contributions to the field of satellite communications technology.

J. Phillip Holloman

Director Since: 2013
Age: 61
Committees: Compensation and Technology & Corporate Responsibility
Independent
Key Qualifications: Leadership, Industry, Risk, Technology
President and Chief Operating Officer, Cintas Corporation (corporate identity uniforms and related business services)

Experience and Qualifications:

Mr. Holloman has been President and Chief Operating Officer of Cintas Corporation since 2008. He joined Cintas in 1996 and has served in various positions including Vice President – Engineering/Construction from 1996 to 2000, Vice President – Distribution/Production Planning from 2000 to 2003, Executive Champion of Six Sigma Initiatives from 2003 to 2005, Senior Vice President – Global Supply Chain Management from 2005 until 2008. Mr. Holloman serves as a director or member of several educational and civic organizations.

As President and Chief Operating Officer of Cintas, Mr. Holloman brings significant leadership and operational experience to our Board. He has extensive knowledge and experience in the areas of process improvement, operations and management. During his tenure at Cintas, he has led teams that built 37 new Cintas rental processing facilities and standardized the utilization of automated processing equipment systems. He also implemented a process that reduced the time it took to achieve target operating efficiency by 75 percent. In the area of distribution and production planning, he and his team, using Six Sigma methodologies, improved profit, service levels and internal customer satisfaction while reducing inventory levels. Mr. Holloman's current leadership and operational experience give him a comprehensive understanding of processes, strategy, risk management and how to drive change and growth. Mr. Holloman received his Bachelor's degree, Engineering, from the University of Cincinnati.

Lawrence D. Kingsley

Director Since: 2013
Age: 53
Committees: Audit and Compensation
Independent
Key Qualifications: Leadership, International, Finance, Industry
Former Chairman and Chief Executive Officer, Pall Corporation (filtration, separation and purification solutions for fluid management); Advisory Director, Berkshire Partners LLC (investment firm)

Experience and Qualifications:

Mr. Kingsley was named Chairman of Pall Corporation in 2013 and Chief Executive Officer in 2011 and served in those positions until Danaher Corporation acquired Pall in August 2015. From 2005 to 2011, he served as Chairman and Chief Executive Officer of IDEX Corporation, a company specializing in the development, design and manufacture of fluid and metering technologies and health and science technologies products. Mr. Kingsley remained Chairman of IDEX until the end of 2011. Before joining IDEX, he held management positions of increasing responsibility with Danaher Corporation, Kollmorgen Corporation and Weidmuller Incorporated. Mr. Kingsley serves as a director of Polaris Industries and IDEXX Laboratories, Inc. Since May 2016, Mr. Kingsley has been an Advisory Director to Berkshire Partners. From 2007 until 2012, Mr. Kingsley served as a director of Cooper Industries plc, an industrial electrical components company.

As former Chairman and CEO of Pall, a global public company, Mr. Kingsley brings strong executive leadership and business management skills to our Board. He offers in-depth knowledge and experience in strategic planning, corporate development and operations analysis. He has insights into the multitude of issues facing public companies and corporate governance practices through his service on other public company boards. He also brings significant financial expertise to the Board including all aspects of financial reporting, corporate finance, executive compensation and capital markets, having served on the audit and compensation committees of another public company. Mr. Kingsley received a B.S., Industrial Engineering from Clarkson University and an M.B.A. from the College of William and Mary.

Lisa A. Payne

Director Since: 2015
Age: 58
Committees: Audit and Compensation
Independent
Key Qualifications: Leadership, Finance, Risk, Technology
Chairman of the Board, Soave Enterprises LLC (diversified management and investment) and President, Soave Real Estate Group (property management)

Experience and Qualifications:

Ms. Payne has served as Chairman of the Board of Soave Enterprises LLC and President of Soave Real Estate Group since July 2016. Previously she served as Vice Chairman and Chief Financial Officer of Taubman Centers, Inc. from 2005 to 2016. She joined Taubman in 1997, serving as the Executive Vice President and the Chief Financial and Administrative Officer of Taubman from 1997 to 2005. Before joining Taubman, she was an investment banker with Goldman Sachs & Co. from 1987 to 1997. Ms. Payne served as a director of Taubman from 1997 until March 2016. She is a director of Masco Corporation, where she serves on the Audit (Chair) and Organization & Compensation Committees, and J.C. Penney, Inc., where she serves on the Audit and Finance & Planning Committees. She is a former trustee of Munder Series Trust and Munder Series Trust II, open-end management investment companies. She also serves as a director or trustee of several educational and charitable organizations.

Ms. Payne brings strong leadership, operational and finance experience to our Board. During her tenure at Taubman, she led the Company through key operational and strategic initiatives. Her current and past leadership roles give her critical insights into company operations, strategy, competition and information technology that assists our Board in its oversight function. Her past experience as a CFO and investment banker provide the Board with financial, accounting and corporate finance expertise. She has a high level of financial literacy and accounting experience that provides the Board with expertise in understanding and overseeing financial reporting and internal controls. In addition, her board and board committee experience at Taubman, Masco and J.C. Penney give her significant insight as to governance, risk management and compliance-related matters of public companies. Ms. Payne holds an MBA from the Fuqua School of Business Administration, Duke University.

Continuing directors with terms expiring in 2019

William T. McCormick, Jr.

Director Since: 1989
Age: 72
Committees: Board Composition & Governance and Compensation (Chair)
Independent
Key Qualifications: Leadership, Industry, Risk, Technology
Retired Chairman of the Board and Chief Executive Officer, CMS Energy Corporation (diversified energy)

Experience and Qualifications:

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).

Mr. McCormick brings significant leadership and executive experience to the Board having served as Chairman and CEO of CMS Energy Corporation, a publicly-traded Fortune 500 company, for 17 years. CMS was involved in large energy technology development projects in oil and gas, pipeline, power generation, and electric and gas distribution. As Chairman and CEO, he was regularly exposed to issues facing leadership of a large global company, including risk management, strategic planning, corporate governance, human resources and executive compensation. He previously chaired the Nominating and Governance Committee and the Compensation Committee at Schlumberger Ltd. He also chaired the Risk Management Committee of the Board of First Chicago NBD Bank for two years. He holds a Ph.D. in nuclear engineering from the Massachusetts Institute of Technology.

Keith D. Nosbusch

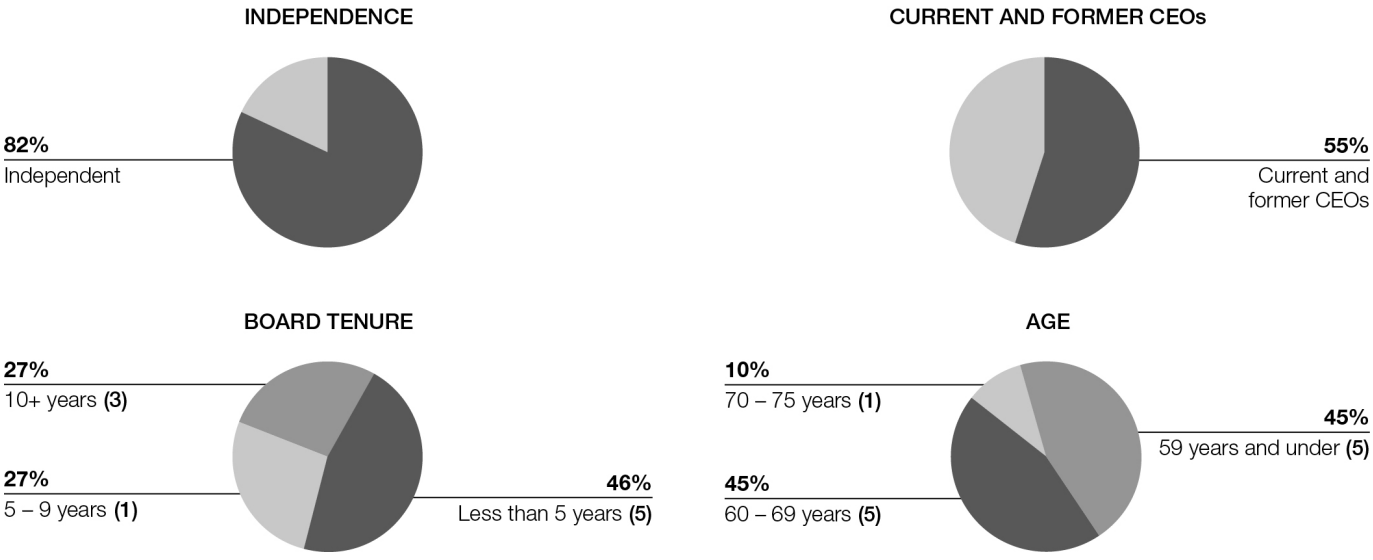
Director Since: 2004
Age: 65
Committees: None
Key Qualifications: Leadership, International, Industry, Technology
Chairman of the Board

Experience and Qualifications:

Mr. Nosbusch has been our Chairman of the Board since February 2005. He served as our President and Chief Executive Officer from February 2004 until July 2016. He served as Senior Vice President and President, Rockwell Automation Control Systems from November 1998 until February 2004. Mr. Nosbusch is a former director of The Manitowoc Company, Inc. and serves as a director or member of a number of business, civic and community organizations.

As our Chairman and former CEO, Mr. Nosbusch has significant experience with and knowledge of the Company. He rose through management having served in various positions including president of our Control Systems business. His long experience and extensive knowledge of the Company's operations, its customers, and the major business issues that it faces enhances overall board effectiveness and interaction with management. He also served on the board of another public company, where he gained experience with corporate governance, audit and risk oversight and overall board procedures and functioning. Mr. Nosbusch earned an M.B.A. from the University of Wisconsin — Milwaukee.

Summary of our Continuing Directors and Nominees



BOARD OF DIRECTORS AND COMMITTEES

Board Meetings and Committees

Our business is managed under the direction of the Board of Directors. The Board has established four standing committees: the Audit Committee, the Board Composition and Governance Committee, the Compensation Committee and the Technology and Corporate Responsibility Committee, whose principal functions are briefly described below. Each Committee has a written charter that sets forth the duties and responsibilities of the Committee. Current copies of the Committee charters are available on our website at *https://ir.rockwellautomation.com/corporate-governance/governance-documents/default.aspx*. The Committees review and assess the adequacy of their charters each year and recommend any proposed changes to the Board for approval. During fiscal 2016, each Committee reviewed its charter. The Audit, Compensation and Technology and Corporate Responsibility Committees did not make any changes to their charters. The Board Composition and Governance Committee amended its charter in November 2015 to include additional qualifications for directors in the Board Membership Criteria.

In fiscal 2016, the Board held six meetings and on three occasions acted by written consent in lieu of a meeting. All of the continuing directors attended 100% (except two directors who attended 93%) of the meetings of the Board and the Committees on which they served. Directors are expected to attend the Annual Meeting of Shareowners. All of the directors attended the 2016 Annual Meeting, except one director who could not attend due to a schedule conflict.

Committees of the Board

Audit Committee

Roles and responsibilities:

- Assist the Board in overseeing and monitoring the integrity of our 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 registered public accounting firm and the performance of our internal audit function and independent registered public accounting firm.
- Appoint our independent registered public accounting firm, subject to shareowner approval.
- Approve all audit and audit-related fees and services and permitted non-audit fees and services of our independent registered public accounting firm.
- Review with our independent registered public accounting firm and management our annual audited and quarterly financial statements.
- Discuss with management our quarterly earnings releases.
- Review with our independent registered public accounting firm and management the quality and adequacy of our internal controls.
- Discuss with management our risk assessment and risk management policies.

Independence:

- All members of the Audit Committee meet the independence and financial literacy standards and requirements of the NYSE and the SEC. The Board has determined that Messrs. Keane, Kingsley and Parfet and Ms. Payne qualify as "audit committee financial experts" as defined by the SEC.

Fiscal 2016 Membership

James P. Keane *(Chair)*
Lawrence D. Kingsley
Donald R. Parfet
Lisa A. Payne
Thomas W. Rosamilia

Number of Meetings in Fiscal 2016: Seven (7)

Board Composition and Governance Committee

Roles and responsibilities:

- Consider and recommend to the Board qualified candidates for election as directors of the Company.
- Consider matters of corporate governance.
- Administer the Company's related person transactions policy.
- Annually assess and report to the Board on the performance of the Board of Directors as a whole and of the individual directors.
- Recommend to the Board the members of the Committees of the Board and the terms of our Guidelines on Corporate Governance.
- Conduct an annual review of director compensation and recommend to the Board any changes. See "Director Compensation" below.

Independence:

- All members of the Committee are independent directors as defined by the NYSE.

Fiscal 2016 Membership

Donald R. Parfet *(Chair)*
Betty C. Alewine
Steven R. Kalmanson
William T. McCormick, Jr.

Number of Meetings in Fiscal 2016: Four (4)

Compensation Committee

Roles and responsibilities:

- Evaluate the performance of our senior executives including the CEO.
- Make recommendations to the Board with respect to compensation plans.
- Review and approve salaries, incentive compensation, equity awards and other compensation of officers.
- Review the salary plan for the CEO and other executives who directly report to the CEO.
- Review and approve corporate goals and objectives.
- Administer our incentive, deferred compensation and long-term incentives plans.
- Oversee the work of any advisor retained by the Committee.
- Review whether the work of any compensation consultant retained by the Committee raises any conflict of interest.

Independence:

- All members of the Committee are independent directors as defined by the NYSE and are not eligible to participate in any of our compensation plans or programs, except our 2003 Directors Stock Plan and Directors Deferred Compensation Plan.

Role of Executive Officers:

- The Chief Executive Officer and certain other executives assist the Committee with its review of compensation of our officers. See "Executive Compensation — Compensation Discussion and Analysis — Compensation Review Process" below.

Role of Compensation Consultants:

- The Compensation Committee has engaged Willis Towers Watson, an executive consulting firm that is directly accountable to the Compensation Committee, to provide advice on compensation trends and market information to assist the Compensation Committee in fulfilling its duties, including the following responsibilities: review executive compensation and advise of changes to be considered to improve effectiveness consistent with our compensation philosophy; provide market data and recommendations on CEO and executive compensation; review materials for Committee meetings and attend Committee meetings; and advise the Committee on best practices for governance of executive compensation as well as areas of possible concern or risk in the Company's programs. The Committee reviews the performance of the consultants annually.
- Willis Towers Watson (and its predecessors Towers Watson and Towers Perrin) has served as the Committee's advisor for thirteen years, was directly engaged by and is accountable to the Committee, and has not been engaged by management for other services, except as described below. During fiscal 2016, Willis Towers Watson was paid $141,000 for executive compensation advice, other services to the Committee, and director compensation advice and other services to the Board Composition and Governance Committee. During fiscal 2016, Willis Towers Watson was also paid $3,005,000, of which $2,761,000 or 92% was for core actuarial services and $244,000 or 8% was for other human resource services to the Company and its benefit plans. The engagements for these other services were recommended by management and approved by the Compensation Committee.

In fiscal 2016, the Committee selected Willis Towers Watson to serve as its independent compensation consultant after assessing the firm's independence, taking into consideration the following factors, among others:

- In January 2016, Towers Watson and Willis merged to form Willis Towers Watson. In January 2010, Towers Perrin merged with Watson Wyatt — the Company's long-time actuary — to create Towers Watson. The Committee's relationship with the compensation consultants at Towers Watson pre-dates the 2010 merger by over six years.
- The Willis Towers Watson consultants to the Committee have worked with the Committee since Towers Perrin was engaged by the Committee in November 2003; their performance and counsel over this period have indicated objectivity and independence.
- The Committee's oversight of the relationship between the Company and Willis Towers Watson mitigates the possibility that management could misuse other engagements to influence Willis Towers Watson's compensation work for the Committee.
- Willis Towers Watson has adopted internal safeguards to ensure that its executive compensation advice is independent and has provided the Committee with a written assessment of the independence of its advisory work to the Committee for fiscal 2016.
- The Committee retains ultimate decision-making authority for all executive pay matters and understands Willis Towers Watson's role is simply that of advisor.
- There are no significant business or personal relationships between Willis Towers Watson and any of our executives or members of the Committee.

Based on this assessment, the Compensation Committee has concluded that it is receiving objective, unbiased and independent advice from Willis Towers Watson and that its work for the Company does not raise any conflict of interest.

The Committee intends to continue to oversee all relationships between the Company and Willis Towers Watson to ensure that the Committee continues to receive unbiased compensation advice from Willis Towers Watson. In addition, the Committee will review and approve the type and scope of all services provided by Willis Towers Watson and the amounts paid by the Company for such services.

Fiscal 2016 Membership

William T. McCormick, Jr. *(Chair)*

J. Phillip Holloman

Lawrence D. Kingsley

Lisa A. Payne

Number of Meetings in Fiscal 2016: Four (4), plus two (2) actions taken by written consent

Technology and Corporate Responsibility Committee

Roles and responsibilities:

- Review and assess our innovation and technology matters.
- Review and assess our policies and practices regarding corporate responsibility matters, including matters in the following areas: diversity and inclusion; environmental protection and sustainability; product safety; employee health and safety; and community relations, including programs for and contributions to educational, cultural and other social institutions.

Independence:

- All members of the Committee are independent directors as defined by the NYSE.

Fiscal 2016 Membership

Betty C. Alewine *(Chair)*
J. Phillip Holloman
Steven R. Kalmanson
James P. Keane
Thomas W. Rosamilia

Number of Meetings in Fiscal 2016: Three (3)

Director Qualifications

We believe that our directors should possess the highest character and integrity and be committed to working constructively with others to oversee the management of the business and affairs of the Company. Our Board Membership Criteria provide that our directors should (i) have a variety of experience and backgrounds, (ii) have high level managerial experience or be accustomed to dealing with complex problems, and (iii) represent the balanced best interests of all shareowners, considering the overall composition and needs of the Board and factors such as diversity, age, and specialized expertise in the areas of corporate governance, finance, industry, international operations, technology and risk management. The Criteria attach importance to directors' experience, ability to collaborate, integrity, ability to provide constructive and direct feedback, lack of bias, and independence. Our Board seeks to maintain members with strong collective abilities that allow it to fulfill its responsibilities.

Director Independence

Our Guidelines on Corporate Governance require that a substantial majority of the members of the Board be independent directors. For a director to be independent, the Board must affirmatively determine that the director has no direct or indirect material relationship with the Company. The Board has established guidelines, which are contained in our Guidelines on Corporate Governance, to assist it in determining director independence in conformity with the NYSE listing requirements. These guidelines are available on our website at *https://ir.rockwellautomation.com/corporate-governance/governance-documents/default.aspx.*

After considering these guidelines and the independence criteria of the NYSE, the Board has determined that none of the current directors, other than Mr. Nosbusch and Mr. Moret (who are current employees of the Company), have a material relationship with the Company and each of these directors (other than Mr. Nosbusch and Mr. Moret) is independent. There were no transactions, relationships or arrangements that required review by the Board for purposes of determining director independence in fiscal 2016.

Board Tenure

The Board is mindful that director tenure can be relevant to the Board's performance. The Board believes that this is a matter that should be discussed and evaluated by the Board from time to time and it depends on the Board's current situation and the needs of the Company.

Our Board believes that it contains an ideal balance of newer and longer-tenured directors, so we get the benefit of both fresh perspectives and extensive experience. Three current directors have served for more than ten years, while five directors were added to the Board in the past five years. The Board believes its current tenure mix is appropriate for the Board at this time and recognizes the merits of a board with balanced tenure. Our directors with longer service are highly valued for their experience and Company-specific knowledge. They have a deep understanding of our business, provide historical context in Board considerations of Company strategy, and enhance Board dynamics and the Board's relationship with management.

The Board regularly addresses director succession and reviews the mix of Board composition, diversity and experience. The Board also conducts annual self-assessments and director evaluations. The Board believes it is in the best position to determine the appropriate length of service for a director and overall board tenure, with its current mix providing for a highly effective and functioning Board.

Capabilities and Experience

Our Board is carefully composed to include directors with a diverse range of skills, experience, perspective and expertise, which empowers it to provide sound guidance relevant to the Company's scope, strategy, operations, and growth and profitability objectives.

Leadership

Each of our directors has significant experience in leadership roles in large companies, with 55 percent holding or having held CEO positions. Generally people with strong leadership skills provide unique insights and are familiar with complex business strategy and operations and leadership development. We believe this type of leadership experience is valuable to the Board.

International

Our global presence is important to our competitive advantage. Many of our directors have significant international business experience, which provides them with a deep understanding of our position in global markets and regional and local challenges.

Finance

As a public company operating in over 80 countries, we are subject to broad financial regulations and reporting. To address the needs of the Company, all of our directors have a high level of financial literacy, an understanding of complex global financial transactions and four of our audit committee members are audit committee financial experts as defined by the SEC. All of our directors and nominees have relevant experience in accounting and financial reporting, corporate finance and audit committee functions.

Industry

We seek directors who have an understanding of the industries we serve. Several of our directors have experience with technology and manufacturing companies including automation, consumer products, energy, industrial products, semiconductors, software and pharmaceuticals. This type of experience is important to the Board's oversight of the Company's strategic plan and business operations.

Risk

In the ordinary course of our business, we face various strategic, operating, compliance and financial risks. We believe that an understanding of these risks is important for directors to provide oversight of enterprise risk management and risk mitigation. All of our directors and nominees have extensive and broad experience in risk oversight.

Technology

Our Company is committed to enabling the next generation of smart manufacturing and The Connected Enterprise. As a Company focused on technology innovation, we seek directors with technology and engineering backgrounds. Several of our directors have extensive technology experience and degrees in engineering.

Shareowner Alignment

Our Board believes its interests are aligned with shareowners both economically and in carrying out its responsibilities to the Company and its shareowners.

Our director compensation program is designed to align director compensation directly with the interests of shareowners by paying a meaningful portion of their compensation in shares of our common stock. To further align their interests, directors can defer cash fees to restricted stock units that are paid out in shares. In addition, directors are subject to stock ownership requirements. They are required to own shares of our common stock equal in value to five times the portion of the annual retainer payable in cash (with the cash retainer for fiscal 2016 at $82,500). All current directors exceed their ownership guidelines except Ms. Payne who joined the Board in 2015 and Mr. Rosamilia who joined the Board in 2016, and they are on track to meet the requirements within the five-year transition period contained in our stock ownership guidelines. None of our directors receive compensation for their Board service from any source other than the Company.

We seek to maintain a Board with experienced leaders who are familiar with governance issues and compliance with the laws and regulations applicable to our business. Our Board monitors shareowner views and considers shareowner feedback and perspectives in establishing and evaluating Company policies and practices.

Director Education

Our Board believes in continuous improvement of board effectiveness and functioning as well as individual skills and knowledge. All new directors are required to participate in our director orientation program to familiarize them with the Company's business, strategic plans, significant financial, accounting and risk management issues, ethics and compliance programs, principal officers, and internal and independent auditors.

We also provide directors with regular presentations and memoranda on key business, governance and other important topics intended to assist directors in carrying out their responsibilities. Directors from time to time tour Company facilities and attend our trade shows and investor events. In addition, directors participate in outside continuing education programs to increase their knowledge and understanding of the duties and responsibilities of directors and the Company, regulatory developments and best practices.

Summary

We have provided certain information about the capabilities, experience and other qualifications of our directors in their biographies and as set forth above. The Board considered these qualifications in particular in concluding that each current director is qualified to serve as a director of the Company. In addition, the Board has determined that each director is financially literate and possesses the skills, judgment, experience, reputation and commitment to make a constructive contribution to the Board.

Board and Committee Evaluations

The Board and its Committees conduct self-assessments annually at their November meetings (other than the Technology and Corporate Responsibility Committee, which conducts its annual self-assessment in February). The Chair of the Board Composition and Governance Committee oversees the process. The annual evaluation process is summarized below.

Action	Description
Preparation	Each director receives materials for the annual evaluation of (i) the Board's performance and contributions of individual directors and (ii) his or her Committees. The materials include the Board and Committee self-assessment process, Committee charters and suggested topics for discussion.
Performance Review	Each director is asked to consider a list of questions to assist with the evaluation of the Board, individual directors and Committees, including topics such as Board composition, the conduct and effectiveness of meetings, quality of discussions, roles and responsibilities, quality and quantity of information provided, opportunities for improvement and follow through on recommendations. As part of this process, directors are asked to provide feedback on the performance of other directors.
Interviews	The Chair of the Board Composition and Governance Committee conducts in-depth confidential interviews with each director to discuss Board, Committee, Lead Director and individual director performance.
Corporate Governance Review	The Board reviews its Governance Guidelines, including the guidelines for determining director independence, and revises as appropriate to promote effective board functioning, and receives reports from the General Counsel on recent governance developments, regulations and best practices. Each Committee reviews its charter and confirms compliance with all charter requirements. In addition, the Board Composition and Governance Committee reviews the Board Membership Criteria.
Evaluation Report	The Chair of the Board Composition and Governance Committee prepares a written report summarizing the annual evaluation of Board performance including findings and recommendations. The report is distributed to the Board for consideration and discussed at the next Board meeting. The Committee chairs report to the Board on their Committee evaluations, noting any actionable items. Past evaluations have addressed a wide range of topics such as strategy, board communications, risk management, acquisitions and succession planning.
Actionable Items	The Board and Committees address any actionable items throughout the year.

DIRECTOR COMPENSATION

Our director compensation program is designed to attract and retain qualified directors, fairly compensate directors for the time they must spend in fulfilling their duties and align their compensation directly with the interests of shareowners. The Board Composition and Governance Committee determines the form and amount of director compensation, with discussion and approval by the full Board. The Committee relies on Willis Towers Watson to provide advice on director compensation trends. The Committee benchmarks its director compensation on an annual basis relative to proxy data available for companies of similar size and scope. The market data analysis is a significant factor in our compensation determinations. As shown by the use of equity within the director compensation program, the Board believes that a meaningful portion of director compensation should be in our common stock to further align the economic interests of directors and shareowners. Employees who serve as directors do not receive any compensation for their director service.

Annual Director Compensation

There are three elements of our director compensation program: an annual retainer, equity awards and committee fees. The following table describes each element of director compensation for fiscal 2016.

	Annual Retainer		Equity Awards	Committee Fees	Lead Director Fee
	Cash	**Common Stock**	**Common Stock**	**Cash**	**Cash**
Amount	$82,500	$82,500	$40,000 (not to exceed 1,000 shares)	Varies by Committee	$25,000
Timing of Payment/Award	Paid in equal installments on 1st business day of each quarter	Granted on 1st business day of fiscal year (or pro-rata amount upon initial election to the Board)	Granted on date of Annual Shareowners Meeting (or pro-rata amount upon initial election to the Board)	Paid in equal installments on 1st business day of each quarter	Paid in equal installments on 1st business day of each quarter
Deferral Election Available	Yes	Yes	Yes	Yes	Yes
Dividend/Dividend Equivalent Eligible	Not Applicable	Yes	Yes	Not Applicable	Not Applicable

Annual Retainer. Directors receive an annual retainer that consists of cash and shares of our common stock. The total annual retainer for fiscal 2016, excluding committee fees, was $165,000, of which $82,500 was paid in cash and $82,500 in shares of common stock under the 2003 Directors Stock Plan (with prorated amounts for directors elected after October 1). The $82,500 equated to 823 shares granted on October 1, 2015 based on the closing price of our common stock on the NYSE on that date of $100.36. A prorated amount of $41,250, which equated to 370 shares, was granted to a new director elected on April 6, 2016 based on the closing price of our common stock on the NYSE on that date of $111.58.

Equity Awards. Directors receive an annual grant of $40,000 paid in shares of our common stock, not to exceed 1,000 shares, under the 2003 Directors Stock Plan immediately after our Annual Meeting of Shareowners (and for directors elected after the Annual Meeting, a prorated number of shares are awarded upon election). The $40,000 equated to 432 shares granted on February 2, 2016 and 359 shares granted to a new director on April 6, 2016 based on the closing price of our common stock on the NYSE on the respective dates of $92.73 and $111.58.

Committee Fees. Directors receive additional annual compensation for serving on Committees of the Board. The fees for the Chair and for serving on certain Committees are higher than others due to the greater workload and responsibilities.

During fiscal 2016, annual Committee fees were as follows:

	Audit Committee	Compensation Committee	Board Composition and Governance Committee	Technology and Corporate Responsibility Committee
Chair	$ 25,000	$ 20,000	$ 15,000	$ 15,000
Member	$ 12,500	$ 8,000	$ 6,000	$ 5,000

Lead Director. The Lead Director receives an annual cash retainer of $25,000.

Deferral Election. Under the terms of our Directors Deferred Compensation Plan, directors may elect to defer all or part of the cash payment of Board retainer or Committee fees until such time as the director specifies, 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 or any portion of the annual grant of common stock, cash retainer, common stock retainer and Committee fees by electing to instead receive restricted stock units valued, in the case of cash deferrals, at the closing price of our common stock on the NYSE on the date each payment would otherwise be made in cash.

Other Benefits. We reimburse directors for transportation, lodging and other expenses actually incurred in attending Board and Committee meetings. We also reimburse directors for similar travel, lodging and other expenses for their spouses to accompany them to a limited number of Board meetings held as retreats to which we invite spouses for business purposes. Spouses were invited to one Board meeting in fiscal 2016. The directors' spouses are generally expected to attend Board meetings held as retreats. From time to time and when available, directors and their spouses are permitted to use our corporate aircraft for travel to Board meetings.

Directors are eligible to participate in a matching gift program under which we match donations made to eligible educational, arts or cultural institutions. Gifts are matched up to an annual calendar year maximum of $10,000. This same program is available to all of our U.S. salaried employees.

Director Stock Ownership Requirement

Non-management directors are subject to stock ownership requirements. To further align directors' and shareowners' economic interests, our Guidelines on Corporate Governance provide that non-management directors are required to own, within five years after joining the Board, shares of our common stock (including restricted stock units) equal in value to five times the portion of the annual retainer that is payable in cash. All directors, except Ms. Payne and Mr. Rosamilia, met the requirements as of September 30, 2016. Ms. Payne, who joined the Board in February 2015, and Mr. Rosamilia, who joined the Board in April 2016, are on track to meet the ownership requirements within the five-year transition period.

Changes to Director Compensation for Fiscal 2017

Effective October 1, 2016, we changed our director compensation to remain competitive with market levels. The total annual retainer, excluding Committee fees, was changed to $175,000, of which $87,500 will be paid in cash and $87,500 in shares of common stock under the 2003 Directors Stock Plan. The annual retainer was increased by $10,000 to bring Board fees closer to the market median based on a review of companies with revenues of $4 to $8 billion.

DIRECTOR COMPENSATION TABLE

The following table shows the total compensation earned by each of our non-employee directors during fiscal 2016.

Name	Fees Earned or Paid In Cash[1] ($)	Stock Awards[2] ($)	Option Awards ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings[3] ($)	All Other Compensation[4] ($)	TOTAL ($)
Betty C. Alewine	104,181	122,500	0	0	0	226,681
J. Phillip Holloman	97,033	122,500	0	0	13,077	232,610
Verne G. Istock[5]	40,890	82,500	0	0	0	123,390
Barry C. Johnson[5]	34,927	82,500	0	0	7,453	124,880
Steven R. Kalmanson	93,500	122,500	0	0	0	216,000
James P. Keane	108,241	122,500	0	0	8,900	239,641
Lawrence D. Kingsley	100,785	122,500	0	0	6,435	229,720
William T. McCormick, Jr.	108,500	122,500	0	0	10,000	241,000
Donald R. Parfet	128,356	122,500	0	0	16,270	267,126
Lisa A. Payne	100,274	122,500	0	0	7,500	230,274
Thomas W. Rosamilia[5]	48,626	81,250	0	0	0	129,876

(1) This column represents the amount of cash compensation earned in fiscal 2016 for Board and Committee service (whether or not deferred and whether or not the directors elected to receive restricted stock units in lieu of cash fees). Includes lead director fees for Mr. Istock through his retirement on February 2, 2016 and for Mr. Parfet beginning on February 2, 2016.

(2) Values in this column represent the grant date fair value of stock awards computed in accordance with accounting principles generally accepted in the United States (U.S. GAAP). On October 1, 2015, each director, except Mr. Rosamilia, received 823 shares with an aggregate grant date fair value of $82,500 in payment of the share portion of the annual retainer. On February 2, 2016 (the date of our Annual Meeting), each director, except for Messrs. Istock, Johnson and Rosamilia, received 432 shares of common stock under the 2003 Directors Stock Plan with an aggregate grant date fair value of $40,000. On April 6, 2016 (the date of his initial election to the Board), Mr. Rosamilia received a pro-rated award for the share portion of the annual retainer and stock award under the 2003 Directors Stock Plan consisting of a total of 729 shares of common stock with a grant date fair value of $81,250. The amounts shown do not correspond to the actual value that may be realized by the directors. Directors may elect to defer the annual share awards by electing instead to receive restricted stock units in the same number. Dr. Johnson had 10,281 restricted stock units at the time of his retirement on February 2, 2016. He received one share of common stock for each restricted stock unit totaling an aggregate value of $953,357 based on the closing price of our common stock on the NYSE on February 2, 2016.

(3) Aggregate earnings in fiscal 2016 on the directors' deferred cash compensation balances were $17,421 for Ms. Alewine and $5,272 for Mr. Kingsley. We do not pay "above market" interest on non-qualified deferred compensation; therefore, this column does not include these amounts.

(4) This column consists of cash dividend equivalents paid on restricted stock units for Messrs. Holloman, Johnson, Kingsley and Parfet, and, for Messrs. Keane, McCormick and Parfet and Ms. Payne, the Company's matching donations under the Company's matching gift program of $8,900, $10,000, $10,000, and $7,500, respectively. This column does not include the perquisites and personal benefits provided to each director because the aggregate amount provided to each director was less than $10,000. During fiscal 2016, one Board meeting was held as a retreat at which we provided leisure activities for the directors and their spouses. The directors' spouses generally are expected to attend Board retreats.

(5) Messrs. Istock and Johnson retired as directors immediately before the 2016 Annual Meeting held on February 2, 2016. Mr. Rosamilia was elected as a director on April 6, 2016.

OWNERSHIP OF EQUITY SECURITIES OF THE COMPANY

Directors and Executive Officers

The following table shows the beneficial ownership, reported to us as of October 31, 2016, of our common stock, including shares as to which a right to acquire ownership within 60 days exists, of each director, and each executive officer listed in the table on page 38 (named executive officers) and of these persons and other executive officers as a group. On October 31,2016, we had outstanding 128,229,158 shares of our common stock.

	Beneficial Ownership on October 31, 2016			
Name	**Shares of Common Stock[1]**	**Derivative Securities[2]**	**Total Shares[1]**	**Percent of Class[3]**
Betty C. Alewine	27,489	—	27,489	—
J. Phillip Holloman	1,582[4]	—	1,582	—
Steven R. Kalmanson	8,367	—	8,367	—
James P. Keane	8,367	—	8,367	—
Lawrence D. Kingsley	3,770[4]	—	3,770	—
William T. McCormick, Jr.	11,677	—	11,677	—
Blake D. Moret	20,727[5,6]	100,156	120,882	
Keith D. Nosbusch	429,973[5,6]	654,127	1,084,100	—
Donald R. Parfet	9,580[4]	—	9,580	—
Lisa A. Payne	2,769	—	2,769	
Thomas W. Rosamilia	1,455	—	1,455	
Theodore D. Crandall	98,986[5,6]	124,556	223,542	—
Douglas M. Hagerman	13,989[5,6]	59,982	73,881	—
Frank C. Kulaszewicz	23,614[5,6]	51,656	78,270	—
John P. McDermott	50,350[5,6]	62,892	113,242	—
All of the above and other executive officers as a group (22 persons)	807,966[4,5,6]	1,329,084	2,137,050	1.65%

(1) Each person has sole voting and investment power with respect to the shares listed (either individually or with spouse). None of the listed shares are pledged.

(2) Represents shares that may be acquired upon the exercise of outstanding stock options and settlement of performance shares within 60 days.

(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 of 1934, as amended (Exchange Act).

(4) Does not include 5,873, 2,219 and 2,162 restricted stock units granted under the 2003 Directors Stock Plan as compensation for services as directors for Messrs. Holloman, Kingsley and Parfet, respectively.

(5) Includes shares held under our savings plan. Does not include 270, 353, 2,468, 268, 371, 139 and 5,916 share equivalents for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz and McDermott, and the group, respectively, held under our non-qualified savings plan.

(6) Includes 5,580, 17,470, 4,670, 2,950, 4,670 and 2,950 shares granted as restricted stock under our 2012 Long-Term Incentives Plan for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz and McDermott, respectively, and 46,550 shares granted as restricted stock for the group.

Certain Other Shareowners

Based on filings made under Sections 13(d) and 13(g) of the Exchange Act on or before December 12, 2016, the following table lists the persons who we believe beneficially owned more than 5% of our common stock as of such date.

Name and Address of Beneficial Owner	Number of Shares Beneficially Owned	Percent of Class[1]
BlackRock, Inc. 55 East 52nd Street New York, NY 10055	8,493,393[2]	6.4%
The Vanguard Group 100 Vanguard Blvd. Malvern, PA 19355	7,661,812[3]	5.80%

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

(2) Based on a Schedule 13G/A filed by BlackRock, Inc. with the SEC on January 27, 2016. BlackRock and its named subsidiaries reported sole dispositive power for all the shares and sole voting power for 7,363,819 shares.

(3) Based on a Schedule 13G/A filed by The Vanguard Group with the SEC on February 10, 2016. Vanguard reported sole voting power for 245,782 shares, sole dispositive power for 7,398,458 shares, shared voting power for 13,700 shares and shared dispositive power for 263,354 shares. According to the filing, Vanguard beneficially owns the shares as a registered investment adviser and through its subsidiaries as a result of serving as investment managers.

COMPENSATION COMMITTEE REPORT

The Compensation Committee has reviewed and discussed with management the Compensation Discussion and Analysis prepared by management and contained in this proxy statement. Based on this review and discussion, the Committee recommended to the Board that the Compensation Discussion and Analysis be included in this proxy statement.

Compensation Committee
William T. McCormick, Jr., Chair
J. Phillip Holloman
Lawrence D. Kingsley
Lisa A. Payne

EXECUTIVE COMPENSATION

Compensation Discussion and Analysis

Executive Summary

Overview

Rockwell Automation has a long-standing and strong orientation toward pay for performance in its executive compensation programs. We maintain this orientation throughout economic cycles that may cause fluctuation in our operating results.

Our executive compensation programs include:

- base salary
- annual incentive compensation
- long-term incentives
- defined benefit and defined contribution retirement plans
- very limited perquisite package

On April 18, 2016, the Board of Directors elected Blake D. Moret, Senior Vice President, Control Products and Solutions, to succeed Mr. Nosbusch as President and Chief Executive Officer effective July 1, 2016. Mr. Moret joined the Company in 1985, becoming Vice President, Customer Support and Maintenance in 2007 after holding a number of key leadership roles with increasing responsibility. He was elected Senior Vice President, Control Products and Solutions in April 2011. Mr. Nosbusch remains Chairman of the Board and has continued to lead the Board and support Mr. Moret in his transition to the President and Chief Executive Officer role.

Organic sales decreased 3.9%, currency translation reduced sales by 3%, and Adjusted EPS decreased 7% in fiscal 2016 compared to fiscal 2015. Despite challenging economic conditions and unfavorable currency translation impacts in many of the markets in which we operate, we successfully:

- maintained our segment operating margin above 20%,
- generated strong free cash flow of over 100% of Adjusted Net Income and
- increased return on invested capital (ROIC) to a record level.

In response to our fiscal 2016 challenging market conditions, salaries were not increased for our named executive officers (NEOs) during fiscal 2016, except for Mr. Moret as a result of his promotion to President and CEO. We are performance-oriented and set stretch financial goals, balancing rewards with appropriate risk. In light of our pay-for-performance philosophy and based on our sales and Adjusted EPS performance, there were no fiscal 2016 Annual Incentive Compensation Plan (ICP) awards. For the performance period from October 1, 2013 to September 30, 2016, our total shareowner return (TSR) was at the 33rd percentile of the companies in the S&P 500 Index, resulting in 10% of the target number of performance shares being earned for that performance period. We believe all of the decisions described in this proxy statement reflect this orientation toward pay for performance and our ongoing commitment to this philosophy.

Objectives	Our executive compensation programs are designed to: • Balance rewards with appropriate risk • Create shareowner value • Attract and retain executive talent
Philosophy	Our executive compensation philosophy is built on the following principles: • Align compensation with the Company's strategy • Motivate superior long-term performance • Balance rewards with appropriate risk-taking and the creation of shareowner value • Pay for performance by establishing goals tied to the Company's results • Provide market-competitive pay • Recognize that the quality of our leadership has a direct impact on our performance
Results Focus	Our performance measures are aligned with shareowner interests: • Total Shareowner Return (TSR) • Sales • Adjusted Earnings per Share (Adjusted EPS) • Return on Invested Capital (ROIC) • Segment Operating Earnings • Free Cash Flow

Decisions and Actions

Factors Guiding Our Compensation Decisions	• Market compensation rates for each position • Company's performance against pre-established goals • Relative share performance of the Company compared to the broader stock market • Experience, skills and expected future contribution and leadership of each individual • Contributions and performance of each individual
2016 Compensation Decisions *(see pages 35-36 for details)*	Blake D. Moret, Senior Vice President, Control Products and Solutions, was elected to succeed Mr. Nosbusch as President and Chief Executive Officer effective July 1, 2016. Total direct compensation (salary, actual annual ICP awards and LTI grants calculated as grant date fair value) for NEOs in fiscal 2016 ranged from 14% to 20% lower than fiscal 2015, except for Mr. Moret whose total direct compensation was 21% higher due to his promotion to CEO during fiscal 2016. • Base Pay: Based on financial results for fiscal 2015, the Compensation Committee determined that the salaries for Messrs. Crandall, Hagerman, Kulaszewicz, and McDermott remain unchanged during fiscal 2016. Mr. Moret was promoted to President and CEO and his base pay increased from $600,000 to $950,000 effective July 1, 2016 due to his promotion. Mr. Nosbusch, who continues as Chairman of the Board, had his annual salary decreased from $1,225,000 to $400,000 effective July 1, 2016 for his continued service. • Annual Incentive Compensation Plan (ICP): ICP targets were based on Company and segment financial results, as in prior years. In light of our pay-for-performance philosophy and based on our sales and Adjusted EPS performance, there were no fiscal 2016 ICP awards. Mr. Moret's ICP target as a percentage of base salary increased from 70% to 110% effective July 1, 2016 upon promotion to President and Chief Executive Officer. Mr. Nosbusch's participation in ICP ended on June 30, 2016. • Long-Term Incentives (LTI): The Committee considered the Company's performance during fiscal 2015, market competitive pay, and the Company's philosophical orientation toward performance-based compensation when determining fiscal 2016 equity grants. Fiscal 2016 grant values ranged from 4% to 6% lower relative to fiscal 2015, except for Mr. Moret who received an additional grant upon promotion to President and CEO resulting in 48% higher grant value relative to 2015. For additional information on Mr. Moret's incentive awards made in fiscal 2016, see the Grants of Plan-Based Awards Table and Outstanding Equity Awards Table.
Shareowner Advisory Vote and Shareowner Outreach	• At our 2016 Annual Meeting of Shareowners, 91% of the shares voted at the meeting approved our executive compensation programs. • In each of the last three years of shareowner advisory voting, we received 91% or greater shareowner approval. • We believe these results represent a strong endorsement of our executive compensation philosophy and pay programs. • In fiscal 2016, we invited our twenty-five largest shareowners, who represent 47% of our outstanding shares, for phone conferences with our management to discuss governance, compensation and proxy matters. The comments related to our executive compensation programs were overwhelmingly supportive.
2017 Program Updates *(see page 36-37 for details)*	Based on our shareowner advisory vote on executive compensation, as well as input gained during shareowner outreach, the Compensation Committee determined that our current executive compensation program is well aligned with shareowner expectations. There are no significant changes to the design of our executive compensation programs for fiscal 2017.

Fiscal 2016 Goals and Performance

Early in the year, the Board of Directors approved an annual operating plan that reflected our expectations for our performance during fiscal 2016. Despite global economic uncertainty, the annual operating plan called for continued improvement in our financial results from fiscal 2015.

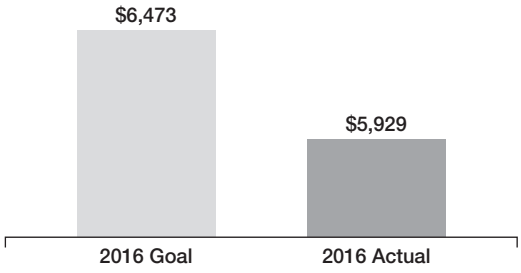
Goal Setting Process

The Compensation Committee used the annual operating plan as the basis for setting goals for sales, Adjusted EPS, ROIC, free cash flow and segment operating earnings under our incentive compensation plans. For fiscal 2016, the annual ICP target payout was set based upon goals for each measure above the high end of the external guidance range established at the beginning of the fiscal year. This was viewed by the Committee as appropriate based on challenging economic conditions and long-term sales growth expectations.

The Compensation Committee determined that meeting these goals would require significant effort and achievement on the part of the management team and all Company employees in the continued execution of our growth and performance strategy. The charts below display the fiscal 2016 actual results relative to the goals set at the beginning of the year for the financial measures in the annual ICP for our current and former CEO. Unlike Adjusted EPS and sales goals, which are determined based primarily on expected year-over-year growth, the ROIC and free cash flow goals are reset each year. The Committee determines the ROIC goal based upon a number of factors, including macroeconomic and accounting impacts. The free cash flow goal is set at 100% of Adjusted Income.

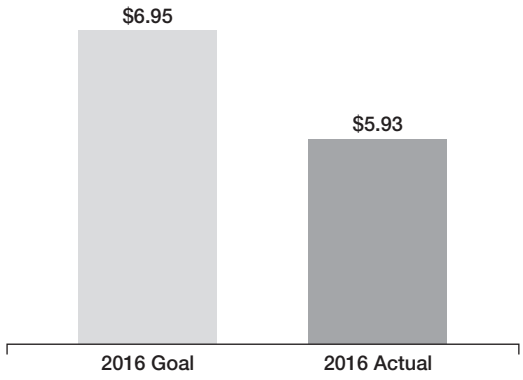
Key Business Results and Goals: Annual Incentive Compensation Plan for Our CEO

ICP SALES MEASURE [1]
($ in millions)



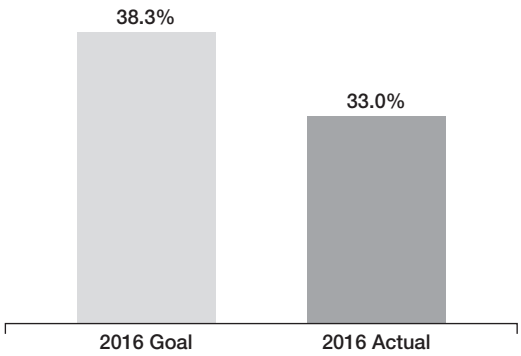
Fiscal 2016 Goal: **$6,473M**

ICP ADJUSTED EPS MEASURE [1]



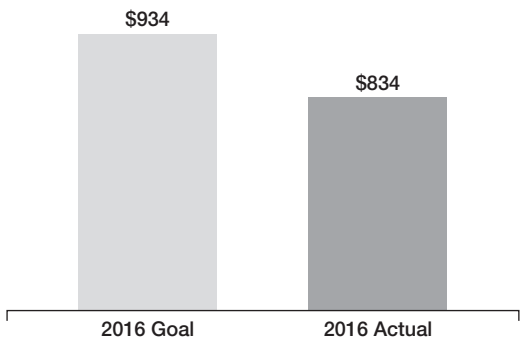
Fiscal 2016 Goal: **$6.95**

ICP RETURN ON INVESTED CAPITAL MEASURE (ROIC) [1]



Fiscal 2016 Goal: **38.3%**

ICP FREE CASH FLOW MEASURE [1]
($ in millions)



Fiscal 2016 Goal: **$934M**

(1) Please refer to ICP measures table on page 32 for further explanation of how these non-GAAP financial measures are calculated.

Aligning Pay with Performance

	Supports Attraction and Retention	Supports Pay for Performance: Current Year Financial and Operational Performance	Supports Pay for Performance: Long-Term Financial Performance	Supports Pay for Performance: Creation of Shareowner Value
Salary	✔			
Annual Incentive Compensation (ICP)	✔	✔		✔
Long-Term Incentives (LTI)	✔		✔	✔
Retirement Plans	✔			

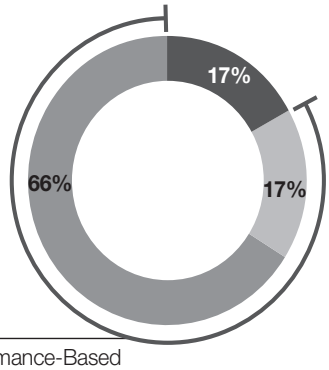
Our long-term business strategy seeks sustained organic growth through, among other things, expanding our served markets and enhancing our market access. We have developed a strong productivity culture that has allowed us to reinvest in organic growth. We believe:

- Our employees' knowledge of our customers and their applications and our technology are key factors that make our long-term business strategy work.
- It is important to align the compensation of our leadership with our long-term business strategy.
- Our short- and long-term incentive plans, among other things, should focus the management team's efforts in the areas that are critical to the success of our long-term business strategy.

The quality of our leadership has a direct impact on our performance and, with the oversight of the Compensation Committee, we offer compensation plans, programs and policies intended to attract and retain executive talent and "pay for performance," including the creation of shareowner value.

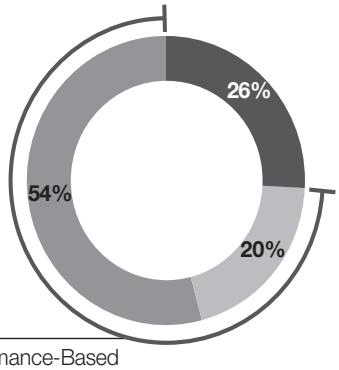
We believe that a significant portion of an executive's compensation should be variable and the variable portion (ICP and LTI) directly linked to our performance and the creation of shareowner value. As shown in the charts below, the Compensation Committee planned 83% of the former CEO's target compensation, 74% of the current CEO target compensation and approximately 71% of the other NEOs' target compensation to be linked to performance in fiscal 2016.

FORMER CEO 2016 TOTAL DIRECT COMPENSATION MIX



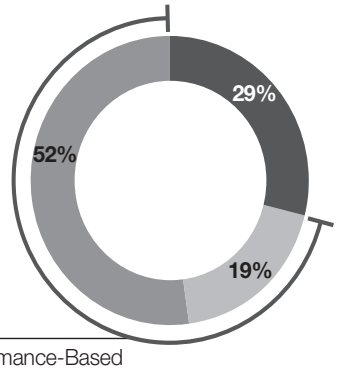
83%
Performance-Based

NEW CEO 2016 TOTAL DIRECT COMPENSATION MIX



74%
Performance-Based

OTHER NEO 2016 TOTAL DIRECT COMPENSATION MIX



71%
Performance-Based

Base Salary ICP LTI

The following table illustrates the changes in Mr. Nosbusch's actual Total Direct Compensation (TDC), calculated as salary, actual annual ICP awards and LTI grants calculated at the grant date fair value outlined in the Grants of Plan-Based Awards Table, compared to the changes in Adjusted EPS.

Change in Former CEO Total Direct Compensation Compared to Change in Adjusted EPS

	Adjusted EPS Percent Change from Prior Year	CEO TDC Percent Change from Prior Year
Fiscal 2014	8.1%	11.6%
Fiscal 2015	3.7%	3.7%
Fiscal 2016	(7.3%)	(20.0%)

As the table shows, Mr. Nosbusch's compensation has been aligned with the performance of the Company over this period of time. The Committee looks at compensation decisions over a long-term horizon, taking into account not only a given year's results but sustained performance over time. Mr. Moret's TDC in 2016 increased 20.8% from 2015 due to his promotion.

Compensation Review Process

We evaluate and take into account market data in setting each element of our officers' compensation. We define market practice by using the results of surveys of major companies (the Major Companies) provided by Willis Towers Watson and Aon Hewitt (collectively, the Survey Providers). The Willis Towers Watson and Aon Hewitt databases include over 600 and 335 companies, respectively. In setting compensation levels for each element of pay, we analyze data relating to the Major Companies using regression analyses developed by the Survey Providers based on our sales. The market data analysis is typically the starting point for, and a significant factor in, our compensation determinations, but is not the only factor as we also consider the scope of the individual officer's responsibilities and more subjective factors, such as the Compensation Committee's (and the CEO's in the case of other officers) assessment of the officer's individual performance and expected future contributions and leadership.

The Compensation Committee has engaged Willis Towers Watson, its independent compensation advisor, to provide advice on compensation trends and market information. See page 18 for a description of the services provided by Willis Towers Watson to the Company.

Our Compensation Committee and management employ the following best practices to effectively manage our executive compensation programs, including:

- ✔ Annual benchmarking of executive pay levels and design based on data from nationally recognized compensation consulting firms
- ✔ Rigorous executive stock ownership requirements
- ✔ Independent directors with significant Compensation Committee experience and knowledge of the drivers of our long-term performance
- ✔ Incentive plan claw-backs for our CEO and CFO
- ✔ Annual review of consultant independence
- ✔ Assessment of incentive plan risk
- ✔ Set an Adjusted EPS threshold equal to prior year Adjusted EPS performance for ICP payout for our NEOs
- ✔ Set target performance share payout at 60th percentile of relative TSR performance
- ✔ No employment agreements with officers
- ✔ Limited use of change of control agreements, including no excise tax gross-ups, and with a double-trigger requirement for equity vesting
- ✔ Limited use of perquisites

Use of Tally Sheets

We consider the total compensation (earned or potentially available) for each NEO in establishing each element of compensation. As part of our compensation review process, the Compensation Committee's independent consultant conducts a total compensation review or "Tally Sheet" study for the Compensation Committee. This review encompasses all elements of compensation, including base salary, annual incentives, LTI grants, perquisites, health benefits, and retirement and termination benefits. This review includes a consideration of amounts to be paid and other benefits accruing to our NEOs upon their retirement or other termination of employment. We consider the potential outcomes of annual incentives and LTI grants under a variety of performance scenarios. We also review the NEOs' current balances in various compensation and benefit plans. Based upon the results of this analysis, the Compensation Committee concluded that our compensation programs are in line with our compensation philosophy and provide an appropriate range of outcomes tied directly to the Company's and individual's performance.

Compensation Risk Assessment

We do not believe our compensation programs encourage our executives to take excessive risk due to the following plan design elements:

- ✔ Our ICP provides a balance among sales, earnings, cash flow and asset performance, limiting the effect of over-performance in one area at the expense of others
- ✔ Payouts under our ICP are capped at twice the individual's ICP target, limiting excessive rewards for short-term results
- ✔ Recoupment policy and claw-back agreements mitigate against risk
- ✔ Compensation Committee can reduce or withhold the incentive if it determines that the executive has caused the Company to incur excessive risk
- ✔ Majority of the Total Direct Compensation for our NEOs is in the form of long-term incentives
- ✔ Our mix of equity vehicles appropriately motivates long-term performance
- ✔ Majority of equity vests over a period of multiple years with performance shares and restricted stock vesting at three years
- ✔ Stock ownership requirements for our NEOs, which encourage a long-term view

The Committee engaged Willis Towers Watson in September 2011 to conduct a review of all of our compensation programs relative to the potential for incentives to motivate excessive risk-taking in a way that could materially affect the Company. Willis Towers Watson reviewed the measures used in each program, the target setting process, and the overall governance of our compensation plans. The review concluded that we have strong governance procedures and that our plans do not present a material risk to the Company or encourage excessive risk taking by participants. Willis Towers Watson has updated this review annually and has come to a similar conclusion regarding the Company's compensation programs.

Role of Management

The Compensation Committee assesses the performance of the CEO and sets the CEO's compensation in executive session without the CEO present. The CEO reviews the performance of our other officers, including the NEOs, with the Compensation Committee and makes recommendations regarding each element of their compensation for the Compensation Committee's review and approval. The Compensation Committee and the CEO are assisted in their review by Willis Towers Watson, the Senior Vice President, Human Resources and the Vice President, Compensation & Benefits. The other NEOs do not play a role in their own compensation determination other than discussing their performance with the CEO.

Elements of Compensation

Base Salary

We develop base salary guidelines for our officers at the median of the market data. However, the Compensation Committee's salary decisions reflect the market data as well as the individual's responsibilities and more subjective factors, such as the Compensation Committee's (and the CEO's in the case of other officers) assessment of the officer's individual performance, skills and experience, internal equity, and expected future contributions and leadership. It is the Compensation Committee's approach to move base salaries to market over time when there are significant promotions. The Compensation Committee reviews base salaries for our officers every year.

Annual Incentive Compensation

Our annual incentive compensation plans are designed to reward our executives for achieving Company and business segment results and for individual performance. Under our ICP, we establish for each executive at the start of each fiscal year an incentive compensation target equal to a percentage of the individual's base salary. The target for annual incentive compensation is generally set at the median of the market data. Actual incentive compensation payments under our ICP may be higher or lower than the incentive compensation target based on financial, operating and individual performance as described below. In line with our pay-for-performance orientation, actual ICP payouts vary from year to year based on performance compared to goals.

In the early part of each fiscal year, the CEO reviews with the Compensation Committee the recommended financial goals for the fiscal year for purposes of our ICP. These goals include:

- measurable financial goals with respect to our overall performance; and
- for certain officers engaged in our business segments, measurable financial goals with respect to the performance of those business segments.

The Compensation Committee approves a set of financial goals, taking into account the CEO's recommendations, and allocates a weighting of the target incentive compensation among the various goals that it establishes. For fiscal 2016, the Compensation Committee determined in the early part of the year that no payments were to be made under our ICP if Adjusted EPS was less than the previous year's results.

After the end of the fiscal year, the Compensation Committee and the CEO evaluate our performance and the performance of our business segments and consider the results compared to the pre-established goals. As a starting point, target amounts under our ICP are generally earned if we achieve our financial goals for the year. For fiscal 2016, the annual ICP target payout was set based upon goals for each measure above the high end of the external guidance range established at the beginning of the fiscal year. This was viewed by the Committee as appropriate based on economic conditions and an expectation of sales growth below our long-term financial goals. In addition to performance relative to pre-established financial goals, awards to each officer under our ICP may be adjusted based on the Compensation Committee's year-end assessment (and except in the case of the CEO, based on the CEO's recommendation) as to the individual's achievement of individual goals and objectives and certain more subjective assessments of leadership acumen and the individual's expected future contributions. Accordingly, while achieving our financial goals is extremely important in determining our annual incentive compensation, the Compensation Committee maintains discretion to adjust annual incentive compensation, not to exceed the maximum under our Annual Incentive Compensation Plan for Senior Executive Officers (Senior ICP) as described in the following paragraph.

Under our Senior ICP, which applies to the CEO and the other NEOs, annual incentive compensation payments to those officers in total may not exceed 1% of our applicable net earnings (as defined in that plan) with the CEO's maximum payment not to exceed 35% of the available funds, and each of the other four NEOs' maximum payouts, respectively, not to exceed 15% of the available funds. The process for determining ICP awards for these individuals is the same as that used for the other ICP participants with the exception being that these individuals are subject to the noted limit on payments.

The fiscal 2016 annual incentive compensation measures for Messrs. Nosbusch, Crandall, Hagerman, and McDermott are based upon Company performance and the annual incentive compensation measures for Messrs. Kulaszewicz and Moret are based upon a combination of Company performance and the performance of the business segment they led.

The following table shows the 2016 Company and segment financial goals used to determine awards under our ICP for fiscal 2016 and our performance compared to those goals:

	ICP Sales Measure ($ in millions)[1]			ICP Adjusted EPS Measure[2]			ICP Return on Invested Capital Measure[3]			ICP Segment Operating Earnings Measure ($ in millions)[4]			ICP Free Cash Flow Measure ($ in millions)[5]		
	Goal	Performance	%	Goal	Performance	%	Goal	Performance	Difference	Goal	Performance	%	Goal	Performance	%
Company	$6,473	$5,929	91.6%	$6.95	$5.93	85.3%	38.3%	33.0%	(5.3) pts				$934	$834	89.3%
Architecture & Software	$2,848	$2,656	93.3%							$836	$695	83.1%			
Control Products & Solutions	$3,625	$3,273	90.3%							$591	$494	83.6%			

(1) Sales for the Company as used for ICP purposes is a non-GAAP financial measure and is equal to sales from continuing operations only and excludes the effect of changes in currency exchange rates ($50 million unfavorable). Sales for Architecture & Software excludes the effect of changes in currency exchange rates ($21 million). Sales for Control Products & Solutions excludes the effect of changes in currency exchange rates ($29 million). We use sales excluding the effect of changes in currency exchange rates as one measure to monitor and evaluate our performance. We measure the currency impact on sales as the difference between local currency sales translated to U.S. dollars using annual operating plan rates versus local currency sales translated to U.S. dollars using GAAP rates.

(2) Adjusted EPS is a non-GAAP measure that excludes non-operating pension costs and their related tax effects from income from continuing operations and corresponding EPS. The Company defines non-operating pension costs as defined benefit plan interest cost, expected return on plan assets, amortization of actuarial gains and losses and the impact of any plan curtailments or settlements.

(3) For a complete definition and explanation of our calculation of return on invested capital, see Supplemental Financial Information on page 59.

(4) Information regarding how we define segment operating earnings is set forth in Note 15, Business Segment Information, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016.

(5) We calculated the $834 million in free cash flow performance, an internal non-GAAP performance measure, as cash provided by continuing operating activities ($947.3 million), plus excess income tax benefit from share-based compensation ($3.3 million), minus capital expenditures ($116.9 million). Our definition of free cash flow for this internal performance measure takes into consideration capital investments required to maintain the operations of our businesses and execute our strategy. Cash provided by continuing operating activities adds back non-cash depreciation expense to earnings but does not reflect a charge for necessary capital expenditures. Our definition of free cash flow excludes the operating cash flows and capital expenditures related to our discontinued operations. U.S. GAAP requires the excess income tax benefit from share-based compensation to be reported as a financing cash flow rather than as an operating cash flow. We have added this benefit back to our calculation of free cash flow in order to generally classify cash flows arising from income taxes as operating cash flows. We use free cash flow as one measure to monitor and evaluate performance. Our definition of free cash flow may differ from definitions used by other companies.

Long-Term Incentives

The principal purpose of our long-term incentives is to reward management for creating shareowner value and to align the financial interests of management with shareowners. The creation of shareowner value is important not only in absolute terms, but also relative to the value created as compared to other investment alternatives available to our shareowners. Our practice is to make annual grants of LTI awards to executives using a combination of stock options, performance shares and restricted stock.

As a critical element of our executive compensation programs, long-term incentives make up the largest component of total pay for our NEOs. We establish long-term incentive values at the median (50th percentile) of the Major Companies, the same process we use to establish base salary guidelines and ICP target opportunities. The companies used in determining these values are included in the Willis Towers Watson and Aon Hewitt executive compensation databases described above.

The Committee then considers a variety of factors in determining whether actual grant date values for long-term incentive awards should deviate from the median values. These factors include:

- the Company's recent financial performance;
- changes in market long-term incentive grant practices;
- share availability and usage patterns at the Company;
- individual performance;
- scope of an individual's role; and
- internal equity and retention.

These factors are not weighted and there is no formula for how the factors are applied in determining actual grant date values. Instead, the Committee uses its judgment in considering these factors to ensure there is a strong correlation between pay and performance, a theme prevalent throughout the executive pay programs. Actual grant date values are expected to approximate the median baseline level in years when these factors do not warrant increased grant values. Actual grant date values are positioned between the 50th and 75th percentile of the relevant market in years when performance and the factors noted above warrant higher than median grant date values. Actual realized values from these grants will reflect changes in Company stock price over time and how the Company's stock price performs relative to the S&P 500 Index. For fiscal 2016, we calculated the number of options, performance shares and shares of restricted stock based on the grant date values and the fair market value of Company stock on December 3, 2015, the date of grant.

We generally make long-term incentive grants near the beginning of each fiscal year at the same time the Compensation Committee performs its annual management performance evaluation and takes other compensation actions. Annual equity grants for officers occur on the same date as our annual equity grants for our other professional and managerial employees, which in fiscal 2016 was the date of the Compensation Committee's December 2015 meeting. As the grant date for our annual long-term incentive awards generally occurs on the day the Compensation Committee meeting is held in the first quarter of our fiscal year, the grant date is set in advance when the schedule of Compensation Committee meetings is arranged. We do not grant equity awards in anticipation of the release of material non-public information. Similarly, we do not time the release of information based on equity award grant dates.

The CEO recommends to the Compensation Committee the equity grants for other executives, and the Compensation Committee approves all equity grants for executives. We also at times award equity grants to new executives as they are hired or promoted during the year. These grants are approved by the Compensation Committee, and the grant date is the date the Compensation Committee approves the grant or, if later, the start date for a new executive.

In fiscal 2016, the overall structure of our long-term incentives program to executives continued to have three components. However, the Committee adjusted the proportions of stock options, performance shares and restricted stock from 50%, 37.5% and 12.5% to 45%, 40% and 15% of the total long-term incentive value, respectively. We believe that this adjusted mix aligns better with market practice of high performing companies and maintains our strong emphasis on shareowner value creation while increasing the percentage of pay tied to whether the Company outperforms alternative investment choices.

Stock Options

We believe that stock options are an appropriate vehicle to reward management for increases in shareowner value, as they provide no value if the share price does not increase. Our stock option grants vest in 1/3 increments at one, two and three years from the grant date and have a 10-year life. The exercise price of all stock option grants is the fair market value of our stock at the close of trading on the date of the grant. Our long-term incentives plan does not allow us to reprice stock options. Stock options granted to executives and other employees during fiscal 2016 represented approximately 0.9% of outstanding common shares at the end of fiscal 2016. Total options outstanding at the end of fiscal 2016 were approximately 4.0% of outstanding shares at the end of fiscal 2016. The Compensation Committee takes these figures into account when determining the annual stock option grant.

Performance Shares

Performance shares are designed to reward management for our relative performance compared to the companies in the S&P 500 Index over a three-year period. The payouts of performance shares granted will be made in shares of our common stock or cash, and will range from zero to 200% of the target number of shares awarded based on our total shareowner return compared to the companies in the S&P 500 Index over a three-year period. The payouts will be at zero, the target amount and the maximum amount if our total shareowner return is equal to or less than the 30th percentile, equal to the 60th percentile and equal to or greater than the 75th percentile of the total shareowner return of companies in the S&P 500 Index, respectively, over the applicable three-year period. The number of shares earned will be interpolated for results between those percentiles. If performance shares are earned but total shareowner return is negative, the amount of shares earned will be reduced by 50%.

Restricted Stock

We grant restricted shares primarily in order to retain high quality executives throughout a business cycle. Accordingly, restricted shares do not vest until three years after the grant date.

Perquisites

During fiscal 2016, our officers received a very limited perquisite package that included personal liability insurance, annual physicals, spouse travel and recreational activities at Board retreats. Upon retirement, officers may elect to continue the personal liability insurance coverage at their own expense. Mr. Kulaszewicz was on international assignment in Singapore until June 2014. The expense reimbursements related to his standard expatriate package, including housing, travel, taxes and standard allowances, are reported as perquisites.

Other

With regard to other benefits, our officers receive the same benefits as other eligible U.S. salaried employees. They participate on the same basis as other eligible U.S. salaried employees in:

- our health and welfare plans, pension plan and 401(k) savings plan;
- our non-qualified pension and savings plans (these plans use the same formulas as our qualified plans and provide benefits that may not be paid under our qualified plans due to Internal Revenue Code limitations); and
- our deferred compensation plan (this plan offers investment measurement options similar to those in our 401(k) savings plan and does not have any guaranteed rates of return).

Compensation Deductibility

Internal Revenue Code Section 162(m) provides that we may not deduct in any taxable year compensation in excess of $1 million paid in that year to our chief executive officer and our other three most highly compensated executive officers, other than the chief financial officer, unless the compensation is "performance-based." Grants of stock options, performance shares and awards under our Senior ICP are considered "performance-based" compensation for this purpose. Base salaries and restricted stock awards do not qualify as "performance-based" compensation for this purpose. With the exception of the portion of base salary in excess of $1 million for Mr. Nosbusch, we do not anticipate that any other portion of our fiscal 2016 compensation to the NEOs covered by Section 162(m) will exceed the deductibility limitations of Section 162(m).

Change of Control and Severance

We do not have employment contracts with any officers. However, we have change of control agreements with each of the NEOs and certain other officers, except for Mr. Nosbusch who had a change of control agreement that expired on September 30, 2016 and was not renewed. These agreements are effective if there is a change of control on or before September 30, 2019.

There are two main purposes of these agreements.

- First, they provide protection for the executive officers who would negotiate any potential acquisitions of the Company, thus encouraging them to negotiate a good outcome for shareowners, without concern that their negotiating stance will put at risk their financial situation immediately after an acquisition.
- Second, the agreements seek to ensure continuity of business operations during times of potential uncertainty, by removing the incentive to seek other employment in anticipation of a possible change of control.

In short, they seek to ensure that we may rely on key executives to continue to manage our business consistent with the Company's best interests despite concerns for personal risks. We do not believe these agreements encourage our executives to favor or oppose a change of control. We believe these agreements strike a balance that the amounts are neither so low to cause an executive to oppose a change of control nor so high as to cause an executive to favor a change of control.

For a description of the value of the change of control agreements, see "Potential Payments Upon Termination or Change of Control."

In the case of terminations other than those to which our change of control agreements apply, we have no severance agreements in place with the NEOs. However, in the past we have at times entered into severance agreements with executives upon termination of their employment with the terms and conditions depending upon the individual circumstances of the termination, the transition role we expect from the executive and our best interests.

Executive Stock Ownership Policy

We believe our focus on pay for performance is sharpened by aligning closely the financial interests of our officers with those of shareowners. Accordingly, our stock ownership policy sets the following minimum ownership requirements for our NEOs. Officers must meet these requirements within five years after becoming an officer and are expected to make progress at the rate of 20% of target each year.

	Common Stock Market Value (Multiple of Base Salary)
Chief Executive Officer	5
Other NEOs and Senior Vice Presidents	3

Shares owned directly (including restricted shares) or through our savings plans (including share equivalents under our non-qualified savings plans) and the after-tax value of vested unexercised stock options are considered in determining whether an officer meets the requirements, except that no more than 50% of the requirements can be met by the after-tax value of vested unexercised stock options. If officers fall behind expected progress or fail to maintain their required level of ownership, they may not sell any shares of Company common stock until the ownership requirements are met, except that when exercising options or upon vesting of restricted or performance shares, they may sell shares to cover the award price and applicable taxes and are required to retain the net shares until the ownership requirements are met. Also, if an NEO subject to the requirements does not make appropriate progress to meet the requirements, the NEO's future long-term incentive grants may be adversely affected.

At September 30, 2016, the six NEOs owned an aggregate of 657,899 shares (including share equivalents under our non-qualified savings plans) of our common stock, with an aggregate market value of $80.5 million. As of September 30, 2016, all of the NEOs met the stock ownership requirements, except for Mr. Moret, who is on pace to meet the increased CEO guideline within the transition period.

Officer Trading Requirements

Under our trading procedures, officers may not engage in any transactions involving Company securities, including gifts and option exercises, without first obtaining pre-clearance of the transaction from our General Counsel. Generally, trading is only permitted during announced trading periods. Employees subject to trading restrictions, including officers, may enter into a trading plan under Rule 10b5-1 under the Exchange Act that would allow trades outside a trading period. Our policy on Rule 10b5-1 trading plans requires (i) plans to be entered into during an open trading window, (ii) trades to occur during a trading window unless the plan uses a limit price or is used to pay taxes on equity vesting outside a window, (iii) a 60-day wait before the first trade can occur (unless the trade is to cover taxes on equity vesting before then), and (iv) Company approval. Plans can be amended only during an open trading window and cannot be terminated except in extraordinary circumstances, subject in both cases to approval by our General Counsel. We also have (a) an anti-hedging policy that prohibits employees from engaging in any transaction that is designed or intended to hedge or otherwise limit exposure to decreases in the market value of Company stock and (b) an anti-pledging policy that prohibits officers from pledging Company securities.

Recoupment Policy, Claw-backs and Other Post-Employment Provisions

In September 2009, the Company entered into agreements with Mr. Nosbusch as CEO and Mr. Crandall as CFO with respect to the reimbursement (or claw-back) of certain compensation if the Company is required to restate any financial statements due to material noncompliance with the financial reporting requirements under the federal securities laws. The Company entered into a similar agreement with Mr. Moret when he became President and CEO in July 2016. In 2013, we also adopted a recoupment policy that provides that if the Company is required to restate any financial statements for periods from and after fiscal year 2013 due to the Company's material noncompliance with any financial reporting requirements under the federal securities laws, the Company will recover, as determined by the Compensation Committee, from the CEO and CFO, any incentive- or equity- based compensation received by the executives from the Company during the 12 months following the public filing of such financial statements and any profits realized by the executives on the sale of Company securities during that 12-month period. Incentive compensation subject to claw-back or recoupment includes: ICP, equity-based compensation received, profits realized from the sale of securities of the Company and other incentive-based compensation.

In addition, our stock option agreements for officers contain certain post-employment restrictive covenants, including two-year non-competition and non-solicitation covenants, that give the Company the right, in the event of a breach, to recoup the gain on any shares of Company common stock acquired upon exercise of any Company stock options during the two years before the date of the officer's retirement or other termination of employment.

Compensation of the Chairman of the Board and Former Chief Executive Officer

The Committee determined that the salaries for Mr. Nosbusch and other NEOs would remain unchanged during fiscal 2016. However, after stepping down as the Company's President and CEO on July 1, 2016, Mr. Nosbusch's annual salary was decreased from $1,225,000 to $400,000 for his continued service. Among other responsibilities, Mr. Nosbusch continues to lead the Board and support Mr. Moret in his transition to the CEO role.

Mr. Nosbusch's participation in ICP ended on June 30, 2016 and he did not receive an ICP award for fiscal 2016 based on the overall financial performance relative to the goals.

For the performance period October 1, 2013 to September 30, 2016, 10% of the target number of performance shares were earned resulting in 1,495 shares vesting for Mr. Nosbusch on December 4, 2016.

For fiscal 2016, Mr. Nosbusch was granted stock options for 101,900 shares, 21,280 performance shares at target and 6,920 restricted shares. Consistent with our executive compensation philosophy, the anticipated value of this grant was first set at the median of LTI grants to CEOs in the market data. Then the grants were adjusted by the Compensation Committee based on the following considerations:

- *Information on Mr. Nosbusch's total compensation compared to the total compensation of CEOs of the market data.* For long-term incentives the results of the Willis Towers Watson and AON Hewitt databases were used for conducting the comparison. The data showed that Mr. Nosbusch's total compensation and long-term incentives compensation are consistent with our compensation philosophy and are largely based on performance;
- *Internal comparisons with the other named executive officers*. Mr. Nosbusch's pay prior to July 2016 relative to the other named executive officers is in line with the survey data of CEOs to other named executive officers of the Major Companies in the Survey Providers database using the regression analyses developed by the Survey Providers based on our sales. Mr. Nosbusch's pay is higher than the other named executive officers due to his greater level of responsibility and accountability, and consistent with market practices that follow a similar pattern;
- *Historical information regarding Mr. Nosbusch's long-term compensation opportunities*. This information indicated that Mr. Nosbusch's long-term compensation opportunities have yielded significant realized and unrealized value for Mr. Nosbusch, particularly with respect to equity awards. The value reflects Mr. Nosbusch's long service to the Company, the fact that he has held significant portions of his equity awards rather than cashing them in, and most importantly, the value of his equity awards has varied along with the returns to our shareowners. We believe this is in line with the creation of shareowner value objective of our pay-for-performance philosophy; and
- *Mr. Nosbusch's past and expected future contributions to our long-term performance.* The Committee believes that Mr. Nosbusch has contributed significantly to our growth and profitability over time, and is expected to continue to contribute to our success for the benefit of shareowners, customers and other stakeholders.

The grant date fair value of these awards to Mr. Nosbusch in fiscal 2016 was $4,745,493, which was 5.7% lower than the grant date fair value of equity awards granted to Mr. Nosbusch in fiscal 2015. These amounts were determined using the valuation method described in the Grants of Plan-Based Awards Table.

Compensation of President and Chief Executive Officer

Similar to Mr. Nosbusch and other NEOs, Mr. Moret's salary remained unchanged at the beginning of fiscal 2016. However, Mr. Moret was elected to succeed Mr. Nosbusch as President and CEO effective July 1, 2016. Mr. Moret's salary was increased from $600,000 to $950,000 effective July 1, 2016 due to his promotion.

Mr. Moret's ICP target as a percentage of base salary increased from 70% to 110% effective July 1, 2016. However, similar to other NEOs, the Committee did not award any ICP awards based on overall financial performance relative to the goals.

For the performance period October 1, 2013 to September 30, 2016, 10% of the target number of performance shares were earned resulting in 390

shares vesting for Mr. Moret on December 4, 2016. On December 3, 2015, Mr. Moret was granted stock options for 27,600 shares, 5,770 performance shares at target and 1,880 restricted shares with a grant date fair value of $1,286,473. This grant was relative to market competitive pay for his role as Senior Vice President, Control Products and Solutions. Additionally on July 1, 2016, Mr. Moret was granted stock options for 24,400 shares of common stock and 910 restricted shares with a grant date value of $702,772. This grant was relative to market competitive pay for his time in the role as President and CEO during fiscal 2016. Consistent with our executive compensation philosophy, in determining these grants, we considered:

- information on the officers' total compensation compared to the compensation of similar positions at the Major Companies in the Willis Towers Watson executive compensation database, using a regression analysis developed by Willis Towers Watson based on our sales;
- internal comparisons with other officers;
- historical information regarding their long-term compensation opportunities; and
- past and expected future contributions to our long-term performance.

These amounts were determined using the valuation method described in the Grants of Plan-Based Awards Table.

Compensation of Other Named Executive Officers

In determining the compensation for Messrs. Crandall, Hagerman, Kulaszewicz, and McDermott we considered:

- the market data for their positions;
- internal equity between each named executive officer and our other officers;
- salary increase plans for other employees; and
- our performance and the performance of their business segments and regions (where applicable) as well as their performance compared to their operating and leadership objectives.

Similar to Mr. Nosbusch, the Committee determined that the salaries for Messrs. Crandall, Hagerman, Kulaszewicz and McDermott would remain unchanged at $640,000, $595,100, $600,000 and $530,500 during fiscal 2016.

In determining the fiscal 2016 ICP payouts for Messrs. Crandall, Hagerman, Kulaszewicz and McDermott, we considered:

- our performance compared to pre-established financial goals;
- each officer's achievement of individual goals and objectives; and
- certain more subjective assessments of leadership acumen and the individual's expected future contributions.

Based upon performance compared to financial goals, the Compensation Committee determined that no fiscal 2016 ICP payout should be awarded.

As stated earlier, for the performance period October 1, 2013 to September 30, 2016, 10% of the target number of performance shares were earned resulting in 390, 260, 390, and 260 shares vesting for Messrs. Crandall, Hagerman, Kulaszewicz, and McDermott on December 4, 2016.

At the beginning of fiscal 2016, Messrs. Crandall and Kulaszewicz were each granted options for 27,600 shares, 5,770 performance shares at target and 1,880 restricted shares; and Messrs. Hagerman and McDermott were each granted options for 17,000 shares, 3,550 performance shares at target and 1,160 restricted shares. Consistent with our executive compensation philosophy, in determining these grants, we considered:

- information on the officers' total compensation compared to the compensation of similar positions at the Major Companies in the Willis Towers Watson executive compensation database, using a regression analysis developed by Willis Towers Watson based on our sales;
- internal comparisons with other officers;
- historical information regarding their long-term compensation opportunities; and
- past and expected future contributions to our long-term performance.

Changes in Compensation Programs for Fiscal 2017

At our 2016 Annual Meeting of Shareowners, 91% of the advisory vote shares cast at the meeting approved the compensation of our NEOs. Based on this strong endorsement, the Compensation Committee did not implement any changes in our executive compensation program as a result of such vote. Mr. Hagerman announced that he will retire around calendar year-end.

Base Salary

In fiscal 2017, the salaries for Messrs. Moret, Nosbusch and Hagerman will remain unchanged at $950,000, $400,000, and $595,100, respectively. The salaries for Messrs. Crandall, Kulaszewicz and McDermott will be increased effective January 2017 to $656,000, $624,000 and $543,800, respectively.

Annual Incentive Compensation

For fiscal 2017, the ICP financial measures and weightings will remain the same as for fiscal 2016 (sales, Adjusted EPS, free cash flow and ROIC or segment operating earnings). The Compensation Committee has set an Adjusted EPS threshold equal to fiscal 2016 Adjusted EPS performance for NEOs. Target amounts will generally be earned under our ICP if we achieve our financial goals for the year, and maximum payouts will be earned if we significantly exceed the goals. In determining the payout curves, the Compensation Committee considered:

- actual fiscal 2016 performance,
- the rate of growth required to achieve our goals, and
- the impact of global macroeconomic factors on the Company's business prospects.

The Compensation Committee retains the discretion to modify the formula award based on its assessment of our performance. Mr. Moret's target as a percentage of base salary increased to 120% effective for fiscal 2017.

Long-Term Incentives

For the fiscal 2017 grants, the overall structure of our long-term incentive program remains unchanged. We calculated the number of options, performance shares and shares of restricted stock using the closing price of our common stock on December 6, 2016, which was the date of grant. The exercise price of options continues to be the closing price on the date of the grant. As discussed under 'Compensation of President and Chief Executive Officer', the Committee started with market median grants and then adjusted the grants based on the factors described above, including Company and individual performance to determine the actual grant date value of long-term incentive awards.

The Compensation Committee approved at its December 2016 meeting the following grants of equity awards to the NEOs for fiscal 2017:

Name	Options	Performance Shares	Shares of Restricted Stock
Blake D. Moret	62,400	8,560	3,850
Theodore D. Crandall	23,200	3,180	1,430
Frank C. Kulaszewicz	23,200	3,180	1,430
John P. McDermott	14,300	1,960	880

The performance shares and restricted stock grant agreements have terms and conditions that are the same as the grants made in fiscal year 2016. See footnotes 2 and 4 to the Grants of Plan-Based Awards Table.

Summary Compensation Table

The following table sets forth the total compensation of each of the named executive officers for the fiscal years ended September 30, 2016, 2015 and 2014.

Name and Principal Position	Year	Salary ($)	Bonus ($)	Stock Awards[1] ($)	Option Awards[2] ($)	Non-Equity Incentive Plan Compensation[3] ($)	Change in Pension Value and Nonqualified Deferred Compensation Earnings[4] ($)	All Other Compensation[5] ($)	TOTAL ($)
Blake D. Moret *President & Chief Executive Officer*[6]	2016	689,504	0	806,813	1,182,432	0	1,145,122	35,445	3,859,316
	2015	594,923	0	695,104	650,504	276,700	714,987	29,585	2,961,803
	2014	566,092	0	573,340	604,488	371,500	735,044	28,388	2,878,852
Keith D. Nosbusch *Chairman*[6]	2016	1,014,027	0	2,585,213	2,160,280	0	1,392,011	81,964	7,233,495
	2015	1,216,115	0	2,599,569	2,434,058	952,700	1,308,758	97,268	8,608,468
	2014	1,182,414	0	2,197,804	2,309,280	1,254,000	1,447,797	82,287	8,473,582
Theodore D. Crandall *Senior Vice President & Chief Financial Officer*	2016	640,000	0	701,353	585,120	0	1,127,237	33,256	3,086,966
	2015	635,431	0	695,104	650,504	348,400	819,038	30,794	3,179,271
	2014	617,423	0	573,340	604,488	458,700	821,559	30,520	3,106,030
Douglas M. Hagerman *Senior Vice President, General Counsel & Secretary*	2016	595,100	0	431,855	360,400	0	482,403	27,110	1,896,868
	2015	590,785	0	428,342	402,566	289,300	273,189	25,874	2,010,056
	2014	573,852	0	382,227	404,124	380,600	307,966	26,070	2,074,839
Frank C. Kulaszewicz *Senior Vice President*	2016	600,000	0	701,353	585,120	0	1,025,178	31,234	2,942,885
	2015	594,923	0	695,104	650,504	247,100	689,937	28,845	2,906,413
	2014	566,092	0	573,340	604,488	489,400	678,779	26,364	2,938,463
John P. McDermott *Senior Vice President*	2016	530,500	0	431,855	360,400	0	943,177	25,147	2,291,079

(1) Amounts in this column represent the grant date fair value of restricted stock and performance share awards granted calculated in accordance with U.S. GAAP. The grant date fair value of restricted stock was $115.89, $104.08, $115.69, and $108.89 per share for July 1, 2016, December 3, 2015, December 2, 2014, and December 4, 2013, respectively. Performance share awards are valued at the target number of shares with a grant date fair value of $87.64, $103.70, and $108.48, for 2016, 2015, and 2014, respectively. The assumptions applicable to these valuations are set forth in Note 10, Share-Based Compensation, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016. The amounts shown may not correspond to the actual value that may be realized by the named executive officers. If the performance share awards are valued at two times the target number of shares (the maximum potential payout), then for fiscal 2016 the stock award amount would increase by $505,683, $1,864,979, $505,683, $311,122, $505,683, and $311,122 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott, respectively. For additional information on awards made in fiscal 2016, see the Grants of Plan-Based Awards Table and Outstanding Equity Awards Table.

(2) Amounts in this column represent the grant date fair value of option awards granted computed in accordance with U.S. GAAP. The grant date fair value was $24.48, $21.20, $26.66, and $33.96 per share for July 1, 2016, December 3, 2015, December 2, 2014, and December 4, 2013, respectively. The assumptions applicable to these valuations are set forth in Note 10, Share-Based Compensation, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016. The amounts shown may not correspond to the actual value that may be realized by the named executive officers. For additional information on awards made in fiscal 2016, see the Grants of Plan-Based Awards Table and Outstanding Equity Awards Table.

(3) This column represents amounts paid under our ICP for performance in the fiscal year. For more information about our ICP, see the "Compensation Discussion and Analysis" and Grants of Plan-Based Awards Table.

(4) We do not pay "above market" interest on non-qualified deferred compensation; therefore, this column reflects changes in pension values only. The changes in pension value amounts for each year represent the difference from September 30 of the prior year to September 30 of each year in the actuarial present value of the named executive officers' accrued pension benefit at their unreduced retirement age under our qualified and non-qualified pension plans. These amounts are based on benefits provided by the plan formula described on page 43 and converted to a present value using a discount rate which was 3.75% in fiscal year 2016, 4.55% in fiscal year 2015, and 4.50% in fiscal year 2014. For information on the formula and assumptions used to calculate these amounts see the Pension Benefits Table.

(5) This column represents the Company matching contributions for the named executive officers under our savings plans. The aggregate amount of personal benefits and perquisites provided to each named executive officer during fiscal 2016, 2015, and 2014 is less than $10,000 and, therefore, not included in All Other Compensation. All other compensation decreased to $26,364 from $465,017 for Mr. Kulaszewicz in 2014 due to tax credits returned from the Singapore tax on equity under the deemed exercise rule. Mr. Kulaszewicz's international assignment in Singapore ended June 2014 and he returned to Milwaukee, Wisconsin.

(6) The Board of Directors elected Blake D. Moret, Senior Vice President, Control Products and Solutions, to succeed Mr. Nosbusch as President and Chief Executive Officer effective July 1, 2016. Mr. Nosbusch, who continues as Chairman of the Baord, had his annual salary decreased from $1,225,000 to $400,000 effective July 1, 2016 for his continued service, and his participation in ICP ended on June 30, 2016. Mr. Moret's annual salary was increased from $600,000 to $950,000 effective July 1, 2016. For additional information on Mr. Moret's incentive awards made in fiscal 2016, see the Grants of Plan-Based Awards Table and Outstanding Equity Awards Table.

ALL OTHER COMPENSATION TABLE

The following table describes each element of the All Other Compensation column in the Summary Compensation Table for fiscal 2016.

Name	Value of Company Contributions to Savings Plans[1] $	Dividends on Restricted Stock[2] $	Perquisites[3] $	Other $	TOTAL $
Blake D. Moret	21,358	14,087	-	-	35,445
Keith D. Nosbusch	31,881	50,083	-	-	81,964
Theodore D. Crandall	19,938	13,318	-	-	33,256
Douglas M. Hagerman	18,540	8,570	-	-	27,110
Frank C. Kulaszewicz	17,807	13,427	-	-	31,234
John P. McDermott	16,527	8,620	-	-	25,147

(1) This column includes the Company matching contributions to the named executive officers' 401(k) savings plan and non-qualified savings plan accounts. This is consistent with the practice we use for all eligible employees.

(2) This column represents cash dividends paid on restricted shares held by the named executive officers.

(3) The aggregate amount of personal benefits and perquisites provided to each named executive officer during fiscal 2016 is less than $10,000 and, therefore, not included in All Other Compensation.

Grants of Plan-Based Awards Table

The following table provides information about equity and non-equity awards made to the named executive officers in fiscal 2016.

			Estimated Possible Payouts Under Non-Equity Incentive Plan Awards[1]			Estimated Future Payouts Under Equity Incentive Plan Awards[2]			All Other Stock Awards[4]: Number of Shares of Stock or Units	All Other Option Awards[5]: Number of Securities Underlying Options	Exercise or Base Price of Option Awards[6]	Grant Date Fair Value of Stock and Option Awards[7]
Name	Grant Type	Grant Date[3]	Threshold ($)	Target ($)	Maximum ($)	Threshold (#)	Target (#)	Maximum (#)	(#)	(#)	($ / Sh)	($)
Blake D. Moret	Incentive Compensation	12/3/2015	0	760,000	1,520,000							
	Performance Shares	12/3/2015				0	5,770	11,540				505,683
	Restricted Shares	12/3/2015							1,880			195,670
		7/1/2016							910			105,460
	Stock Options	12/3/2015								27,600	104.08	585,120
		7/1/2016								24,400	115.89	597,312
Keith D. Nosbusch	Incentive Compensation	12/3/2015	0	918,750	1,837,500							
	Performance Shares	12/3/2015				0	21,280	42,560				1,864,979
	Restricted Shares	12/3/2015							6,920			720,234
	Stock Options	12/3/2015								101,900	104.08	2,160,280
Theodore D. Crandall	Incentive Compensation	12/3/2015	0	448,000	896,000							
	Performance Shares	12/3/2015				0	5,770	11,540				505,683
	Restricted Shares	12/3/2015							1,880			195,670
	Stock Options	12/3/2015								27,600	104.08	585,120
Douglas M. Hagerman	Incentive Compensation	12/3/2015	0	371,938	743,876							
	Performance Shares	12/3/2015				0	3,550	7,100				311,122
	Restricted Shares	12/3/2015							1,160			120,733
	Stock Options	12/3/2015								17,000	104.08	360,400
Frank C. Kulaszewicz	Incentive Compensation	12/3/2015	0	420,000	840,000							
	Performance Shares	12/3/2015				0	5,770	11,540				505,683
	Restricted Shares	12/3/2015							1,880			195,670
	Stock Options	12/3/2015								27,600	104.08	585,120
John P. McDermott	Incentive Compensation	12/3/2015	0	331,563	663,126							
	Performance Shares	12/3/2015				0	3,550	7,100				311,122
	Restricted Shares	12/3/2015							1,160			120,733
	Stock Options	12/3/2015								17,000	104.08	360,400

(1) These columns show the potential value of the cash payout for each named executive officer under the ICP for fiscal 2016 if the threshold, target and maximum goals are met. For each named executive officer, an incentive compensation target equal to a percentage of the individual's base salary is set at the beginning of the year. Mr. Moret's ICP target as a percentage of base salary increased from 70% to 110% effective July 1, 2016 upon promotion to President and Chief Executive Officer. Amounts shown are based on base salary at September 30, 2016 for Messrs. Moret, Crandall, Hagerman, Kulaszewicz, and McDermott and June 30, 2016 for Mr. Nosbusch. Actual incentive compensation payments under the plan may be higher or lower than the target based on financial, operating and individual performance. The Compensation Committee has discretion to change the amount of any award irrespective of whether the measures are met. Incentive compensation payments under the Senior ICP may not exceed 1% of our applicable net earnings (as defined in the plan).

(2) These columns show the threshold, target and maximum payouts under performance shares awarded during fiscal year 2016. The payout in respect of these performance shares will be made in shares of our common stock and/or cash in an amount determined based on the total shareowner return of our common stock, assuming reinvestment of all dividends, compared to the performance of companies in the S&P 500 Index for the period from October 1, 2015 to September 30, 2018, if the individual continues as an employee until the third anniversary of the grant date (subject to provisions relating to the grantee's death, disability or retirement or a change of control of the Company). The payouts will be at zero, the target amount and the maximum amount if our shareowner return is equal to or less than the 30th percentile, equal to the 60th percentile and equal to or greater than the 75th percentile of the total shareowner return of companies in the S&P 500 Index, respectively, over the applicable three-year period, with the payout interpolated for results between those percentiles. We use the 20-trading day average trading price of our common stock ending September 30 to determine the starting price and the final TSR. The potential value of a payout will fluctuate with the market value of our common stock.

(3) In fiscal 2016, annual equity grants were made to all NEOs at the Compensation Committee meeting on December 3, 2015 and to Mr. Moret on July 1, 2016 upon his promotion to President and Chief Executive Officer.

(4) This column shows the number of shares of restricted stock granted in fiscal 2016 to the named executive officers. The restricted stock vests three years from the grant dates, provided the individual is still employed by the Company on that date. Restricted stock owners are entitled to any cash dividends paid, but are not entitled to any dividends paid in shares until the restricted shares vest. Cash dividends are paid at the Company's regular dividend rate. The grant date fair value of the awards granted on December 3, 2015 and July 1, 2016 were $104.08 and $115.89, respectively, per share computed in accordance with U.S. GAAP and the assumptions set forth in Note 10, Share-Based Compensation, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016.

(5) This column shows the number of stock options granted in fiscal 2016 to the named executive officers under our 2012 Long-Term Incentives Plan. The options vest and become exercisable in three substantially equal installments beginning one year after the grant date. The grant date fair value of the awards granted on December 3, 2015 and July 1, 2016 computed in accordance with U.S. GAAP were $21.20 and $24.48 per share, respectively. This amount was calculated using the Black-Scholes pricing model and the assumptions set forth in Note 10, Share-Based Compensation, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016.

(6) This column shows the exercise price for stock options granted, which was the closing price of our common stock on December 3, 2015, the grant date of the options.

(7) This column shows the aggregate grant date fair value of the performance share awards at target, which was based on $87.64 per share computed in accordance with U.S. GAAP and the assumptions set forth in Note 10, Share-Based Compensation, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016. The aggregate grant date fair value of the performance share awards at two times the target number of shares was $1,011,366, $3,729,958, $1,011,366, $622,244, $1,011,366 and $622,244 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott, respectively.

Outstanding Equity Awards at Fiscal Year-End Table

The following table provides information about equity awards made to the named executive officers that are outstanding as of September 30, 2016.

		OPTION AWARDS[1]					STOCK AWARDS			
Name	Grant Date	Number of Securities Underlying Unexercised Options Exercisable (#)	Number of Securities Underlying Unexercised Options Unexercisable (#)	Equity Incentive Plan Awards: Number of Securities Underlying Unexercised Unearned Options (#)	Option Exercise Price ($)	Option Expiration Date	Number of Shares or Units of Stock That Have Not Vested[2] (#)	Market Value of Shares or Units of Stock That Have Not Vested[3] ($)	Equity Incentive Plan Awards: Number of Unearned Shares, Units or Other Rights That Have Not Vested[4] (#)	Equity Incentive Plan Awards: Market or Payout Value of Unearned Shares, Units or Other Rights That Have Not Vested[3] ($)
Blake D. Moret	7/1/2016		24,400		115.89	7/1/2026	910	111,329	-	-
	12/3/2015		27,600		104.08	12/3/2025	1,880	229,999	5,770	705,902
	12/2/2014	8,132	16,268		115.69	12/2/2024	1,410	172,499	5,130	627,604
	12/4/2013	11,866	5,934		108.89	12/4/2023	1,380	168,829	3,900	477,126
	12/6/2012	21,900			80.11	12/6/2022				
	12/1/2011	18,200			74.14	12/1/2021				
	4/1/2011	9,000			97.00	4/1/2021				
	12/7/2010	7,400			69.57	12/7/2020				
Keith D. Nosbusch	12/3/2015		101,900		104.08	12/3/2025	6,920	846,593	21,280	2,603,395
	12/2/2014	30,432	60,868		115.69	12/2/2024	5,260	643,508	19,200	2,348,928
	12/4/2013	45,333	22,667		108.89	12/4/2023	5,290	647,179	14,950	1,828,983
	12/6/2012	76,800			80.11	12/6/2022				
	12/1/2011	100,500			74.14	12/1/2021				
	12/7/2010	133,900			69.57	12/7/2020				
	12/9/2009	178,600			46.16	12/9/2019				
Theodore D. Crandall	12/3/2015		27,600		104.08	12/3/2025	1,880	229,999	5,770	705,902
	12/2/2014	8,132	16,268		115.69	12/2/2024	1,410	172,499	5,130	627,604
	12/4/2013	11,866	5,934		108.89	12/4/2023	1,380	168,829	3,900	477,126
	12/6/2012	19,900			80.11	12/6/2022				
	12/1/2011	25,700			74.14	12/1/2021				
	12/7/2010	35,300			69.57	12/7/2020				
Douglas M. Hagerman	12/3/2015		17,000		104.08	12/3/2025	1,160	141,914	3,550	434,307
	12/2/2014	5,032	10,068		115.69	12/2/2024	870	106,436	3,160	386,594
	12/4/2013	7,933	3,967		108.89	12/4/2023	920	112,553	2,600	318,084
	12/6/2012	13,800			80.11	12/6/2022				
	12/1/2011	18,200			74.14	12/1/2021				
	12/7/2010	14,300			69.57	12/7/2020				
Frank C. Kulaszewicz	12/3/2015		27,600		104.08	12/2/2025	1,880	229,999	5,770	705,902
	12/2/2014	8,132	16,268		115.69	12/2/2024	1,410	172,499	5,130	627,604
	12/4/2013	11,866	5,934		108.89	12/4/2023	1,380	168,829	3,900	477,126
	12/6/2012	1,200			80.11	12/6/2022				
	12/1/2011	1,300			74.14	12/1/2021				
	12/3/2008	5,500			29.37	12/3/2018				
John P. McDermott	12/3/2015		17,000		104.08	12/3/2025	1,160	141,914	3,550	434,307
	12/2/2014	5,032	10,068		115.69	12/2/2024	870	106,436	3,160	386,594
	12/4/2013	7,933	3,967		108.89	12/4/2023	920	112,553	2,600	318,084
	12/6/2012	16,000			80.11	12/6/2022				
	12/1/2011	19,000			74.14	12/1/2021				

(1) All options vest 1/3 per year beginning on the first anniversary of the grant date (subject to provisions related to the grantee's death, retirement or a change of control).

(2) All restricted stock vests in full on the third anniversary of the grant date (subject to provisions related to the grantee's death, retirement or a change of control).

(3) The market value of the stock awards is based on the closing market price of our common stock as of September 30, 2016, which was $122.34.

(4) This column shows the target number of performance shares outstanding. The payout can be from 0 to 200% of the target as described in footnote 2 to the Grants of Plan-Based Awards Table. All performance shares will vest and be paid out on the third anniversary of the grant date (subject to provisions relating to the grantee's death, disability or retirement or a change of control). The performance shares awarded on December 4, 2013 were earned at 10% of target. The Compensation Committee approved at its November 2016 meeting the payout of such performance shares in shares of our common stock, which resulted in the following number of shares being delivered to the named executive officers:

Name	Shares of Common Stock Delivered in Respect of Performance Shares Awarded on December 4, 2013 and Vested on December 4, 2016
Blake D. Moret	390
Keith D. Nosbusch	1,495
Theodore D. Crandall	390
Douglas M. Hagerman	260
Frank C. Kulaszewicz	390
John P. McDermott	260

Option Exercises and Stock Vested Table

The following table provides additional information about stock option exercises and shares acquired upon the vesting of stock awards, including the value realized, during the fiscal year ended September 30, 2016 by the named executive officers.

	OPTION AWARDS		STOCK AWARDS	
Name	Number of Shares Acquired on Exercise[1] (#)	Value Realized on Exercise[2] ($)	Number of Shares Acquired on Vesting (#)	Value Realized on Vesting[2] ($)
Blake D. Moret	-	-	5,691	607,400
Keith D. Nosbusch	1,200	20,592	20,275	2,163,951
Theodore D. Crandall	5,500	459,521	5,188	553,715
Douglas M. Hagerman	24,500	1,417,849	3,896	415,820
Frank C. Kulaszewicz	9,267	449,323	5,691	607,400
John P. McDermott	-	-	4,142	442,076

(1) Messrs. Nosbusch, Crandall and Hagerman retained 1,200, 5,500 and 3,900 shares, respectively.

(2) Based on the closing price of our common stock on the NYSE on the exercise date or vesting date, as applicable.

Pension Benefits Table

The following table shows the present value of accumulated benefits as of September 30, 2016 payable to the named executive officers under the Rockwell Automation Pension (Qualified) Plan and Rockwell Automation Pension (Non-Qualified) Plan based on the assumptions described in Footnote 1 to this table.

Name	Plan Name	Number of Years Credited Service (#)	Present Value of Accumulated Benefit[1] ($)	Payments During Last Fiscal Year ($)
Blake D. Moret	Rockwell Automation Pension (Qualified) Plan	32	1,170,770	-
	Rockwell Automation Pension (Non-Qualified) Plan	32	2,831,510	-
Keith D. Nosbusch	Rockwell Automation Pension (Qualified) Plan	42	2,219,873	-
	Rockwell Automation Pension (Non-Qualified) Plan	42	22,144,204	-
Theodore D. Crandall[2]	Rockwell Automation Pension (Qualified) Plan	30	1,419,940	-
	Rockwell Automation Pension (Non-Qualified) Plan	30	5,139,021	-
Douglas M. Hagerman	Rockwell Automation Pension (Qualified) Plan	12	494,580	-
	Rockwell Automation Pension (Non-Qualified) Plan	12	1,539,329	-
Frank C. Kulaszewicz	Rockwell Automation Pension (Qualified) Plan	31	1,094,670	-
	Rockwell Automation Pension (Non-Qualified) Plan	31	2,506,519	-
John P. McDermott	Rockwell Automation Pension (Qualified) Plan	36	1,583,557	-
	Rockwell Automation Pension (Non-Qualified) Plan	36	4,136,546	-

(1) These amounts have been determined using the assumptions set forth in Note 11, Retirement Benefits, to our audited financial statements included in our Annual Report on Form 10-K for the fiscal year ended September 30, 2016, and represent the accumulated benefit obligation for benefits earned to date, based on age, service and earnings through the measurement date of September 30, 2016.

(2) Mr. Crandall is eligible to participate in our Supplemental Retirement Plan for Certain Senior Executives, which is a closed plan. Participants are eligible for this benefit at Normal Retirement, if eligible for Disability pension benefits as described below, or if permitted to retire early by action of the President or CEO if such individual also commences early retirement at that time under the Qualified Pension Plan. If eligible, the September 30, 2016 present value of benefits from this plan would be $435,968 for Mr. Crandall.

The named executive officers participate in two pension plans with the same requirements/benefits as other employees: the Rockwell Automation Pension Plan (the Qualified Pension Plan), which is qualified under the Internal Revenue Code, and the Rockwell Automation Non-Qualified Pension Plan (the Non-Qualified Pension Plan), which is an unfunded, non-tax-qualified plan. The Qualified Pension Plan provides retirement benefits to nearly all U.S. employees of the Company hired before July 1, 2010. The Qualified Pension Plan and the Non-Qualified Pension Plan were closed to entrants hired or re-hired on or after July 1, 2010. In place of becoming a participant in the Qualified Pension Plan and, if applicable, the Non-Qualified Pension plan, employees hired or re-hired on or after July 1, 2010, will be eligible for a non-elective contribution (the "NEC") in the Qualified and, if applicable, Non-Qualified Savings Plan. The NEC is based on a combination of age and service and the percentage contribution is outlined in the Non-Qualified Savings Plan section below. The NEC formula is the same for both the Qualified Savings Plan and the Non-Qualified Savings Plan.

The Non-Qualified Pension Plan provides benefits that may not be paid from the Qualified Pension Plan due to limitations imposed by the Internal Revenue Code on qualified plan benefits. Non-Qualified Pension Plan benefits are provided to any U.S. salaried employee whose benefits are affected by these limits. Our policy with respect to funding our pension obligations is to fund at least the minimum amount required by applicable laws and governmental regulations. We maintain a rabbi trust for our non-qualified plans, including the Non-Qualified Pension Plan, which we will fund in the event there is a change of control of the Company.

Effective January 1, 2011, the pension plans were amended to allow participants to elect a lump sum payment instead of an annuity option offered under the plans. The present values in the above table are determined based on assumptions required by SEC rules, which are different from those used to calculate the lump sum payment under the plans. Note that due to Internal Revenue Code Section 409A regulations, if a named executive officer elected to receive his benefit from the Non-Qualified Plan in the form of a lump sum, he would not be eligible to receive the lump sum payment for at least five years.

For employees hired before July 1, 2010, benefits provided by both the Qualified Pension Plan and the Non-Qualified Pension Plan have the same requirements for vesting, which occurs at five years of service. Benefits in both plans are determined using the same formula. Named executive officers do not receive any additional service or other enhancements in determining the form, timing or amount of their benefits.

Normal retirement benefits

- Normal retirement benefits are payable at age 65 with five years of service. Mr. Nosbusch has met the eligibility requirements for normal retirement.

Early retirement with reduced benefits

- Reduced early retirement benefits after 10 years of service are payable at the earlier of either:
  - age 55 or older; or
  - 75 or more points (age plus credited service equals or exceeds 75).

The reduction for early retirement benefits is determined using an actuarial equivalence with an applicable interest rate and mortality table. Currently, Messrs. Moret, Crandall, Hagerman, Kulaszewicz, and McDermott have met the eligibility requirements for early retirement with a reduced benefit.

- An optional early distribution was added to the Qualified Pension Plan starting January 1, 2014, for those who do not meet early or normal retirement eligibility described above. The reduction in benefits is determined using an actuarial equivalence with the applicable interest rate and mortality table as used for lump sum calculations.

Pension plan formula

- Pension plan benefits are payable beginning at a named executive officer's normal retirement date and are determined by the following formula:
  - Two-thirds (66 2/3%) of the participant's average monthly earnings up to $1,666.67;
  - Multiplied by a fraction, not to exceed 1.00, the numerator of which is the participant's years of credited service, including fractional years, and the denominator of which is thirty-five (35);
  - Plus 1.50% of the participant's average monthly earnings in excess of $1,666.67 times the participant's years of credited service, including fractional years, up to a maximum of thirty-five (35) years;
  - Plus 1.25% of the participant's average monthly earnings in excess of $1,666.67 times the participant's years of credited service, including fractional years, in excess of thirty-five (35) years;
  - Less 50% of primary Social Security benefit times a fraction not to exceed 1.00, the numerator of which is the participant's years of credited service, including fractional years, and the denominator of which is thirty-five (35).

Average monthly earnings represent the monthly average of the participant's pensionable earnings for the highest five calendar years during the last 10 calendar years while the participant was actively employed. A participant's earnings used for calculating pension plan benefits (pensionable earnings) include base salary and annual incentive compensation awards. Awards of stock options, restricted stock, performance shares and performance-based long-term cash awards, and all other cash awards are not considered when determining pension benefits.

Disability pension benefits

Disability pension benefits are available under the Qualified Pension Plan and the Non-Qualified Pension Plan to active employees before age 65 upon total and permanent disability if the participant has at least 15 years of credited service or at least 10 years of credited service with 70 points or more (age plus credited service is equal to or greater than 70). The benefit is generally calculated in the same manner as the normal retirement benefit.

Pension benefits payable to beneficiaries upon death of a participant

- Pension benefits under the Qualified Pension Plan and the Non-Qualified Pension Plan are payable to the participant's beneficiaries upon the death of the participant.
- The surviving spouse will receive a monthly lifetime benefit calculated as if the participant retired and elected the 50% surviving spouse option.
- If the participant dies after starting to receive benefits, the benefit payments are processed in accordance with the benefit option selected.
- If the retiree has started monthly pension benefit payments, the beneficiary is eligible for a lump-sum death benefit equal to $150 per year of credited service up to $5,250.
- If the participant elects the lump sum payment option and the lump sum payment is made, no further benefits are provided to the beneficiary or surviving spouse upon death of the participant.

Non-Qualified Deferred Compensation

The following table provides information on our non-qualified defined contribution and other non-qualified deferred compensation plans in which all eligible U.S. salaried employees, including the named executive officers, participate, which consist of the following:

Rockwell Automation Non-Qualified Savings Plan (the Non-Qualified Savings Plan)

Our U.S. employees, including the named executive officers, whose earnings exceed certain applicable federal limitations on compensation that may be recognized under our Qualified Savings Plan, are entitled to defer earnings on a pre-tax basis to the Non-Qualified Savings Plan. Company matching contributions that cannot be made to the Qualified Savings Plan due to applicable federal tax limits are also made to the Non-Qualified Savings Plan. Under the Qualified Savings Plan, we match half up to 6% of the employee's eligible earnings contributed to the Plan each pay period, subject to a maximum amount of earnings under applicable federal tax regulations.

Earnings under the Non-Qualified Savings Plan are credited to participant accounts on a daily basis in the same manner as under the Qualified Savings Plan. Investment options are selected by the participant, may be changed daily, and include the same fund and Company stock investments that are offered by the Qualified Savings Plan. No preferential interest or earnings are provided under the Non-Qualified Savings Plan. Account balances under the Non-Qualified Savings Plan are distributed in a lump-sum cash payment within 60 days after the end of the month occurring six months, or five years if elected, after the employee terminates employment or retires.

In addition to the Company matching contributions, a non-elective contribution (NEC) is provided for employees hired or rehired on or after July 1, 2010. If employed on the last day of the year, eligible employees receive an annual NEC benefit equal to eligible pay multiplied by a percentage based on "points", which equal the sum of age and years of service as of each December 31 and based on the following chart. The NEC is provided by the end of the first quarter of the following year.

Total Points (Age + Years of Service as of 12/31)	Percentage of Pay Contributed as NEC
<40	3.00%
40-59	4.00%
60-79	5.00%
80+	7.00%

All NEOs were hired before July 1, 2010 and are not eligible for NEC.

Current Rockwell Automation Deferred Compensation Plan (the Deferred Compensation Plan)

Our U.S. salaried employees in career band E, including the named executive officers, may elect annually to defer up to 50% of base salary and up to 100% of their annual incentive compensation award to the Deferred Compensation Plan.

Matching. For participants who defer base salary to the plan, we provide a matching contribution equal to what we would have contributed to the Qualified Savings Plan or Non-Qualified Savings Plan for the deferred amounts.

Distribution elections

- *For contributions before 2005*. Participants could opt to receive the deferred amounts on a specific date, at retirement, or in installments up to 15 years following retirement. Participants may make a one-time change of distribution election or timing (at least one year before payments would otherwise begin).
- *Contributions after January 1, 2005*. Participants may elect either a lump-sum distribution at termination of employment or installment distributions for up to 15 years following retirement. Participants may make a one-time change of the distribution election or timing (at least one year before payments would otherwise begin), provided that the changed distribution cannot begin until five years after the original distribution date.

Timing of distributions

- *For contributions before 2005.* We make distributions within the first 60 days of a calendar year.
- *For contributions after January 1, 2005*. We make distributions beginning in July of the year following termination or retirement. Ongoing installment payments are made in February of each year.

Earnings on deferrals. Participants select investment measurement options, including hypothetical fund investments that correspond to those offered by the Qualified Savings Plan, excluding the Company's stock. Investment measurement options may be changed daily. Earnings are credited to participant accounts on a daily basis in the same manner as under the Qualified Savings Plan. No preferential interest or earnings are provided under the Deferred Compensation Plan.

Prior Rockwell Automation Deferred Compensation Plan (the Old Plan)

Of the named executive officers, only Mr. Crandall participates in the Old Plan, which is a closed plan. Participants were only permitted to defer incentive compensation to this plan. Distributions are made annually in January; however, if a participant is considered a "key employee" under the terms of the Internal Revenue Code, there may be a six-month delay in the commencement of distributions. The plan provides an interest rate that is one-twelfth of the annual interest rate for quarterly compounding that is 120% of the applicable Federal long-term monthly rate for the three-month period ending on the last day of each calendar year quarter. The interest is applied to participant accounts quarterly on the last business day of the quarter.

We maintain a rabbi trust for our non-qualified plans, including the Non-Qualified Savings Plan and deferred compensation plans, which we will fund in the event there is a change of control of the Company.

Non-Qualified Deferred Compensation Table

Name	Executive Contributions in Last Fiscal Year[1] ($)	Registrant Contributions in Last Fiscal Year[2] ($)	Aggregate Earnings in Last Fiscal Year[3] ($)	Aggregate Withdrawals/ Distributions ($)	Aggregate Balance at Last Fiscal Year End[4] ($)
Blake D. Moret	27,099	13,550	16,759	–	174,220
Keith D. Nosbusch	64,378	24,142	258,652	–	2,607,518
Theodore D. Crandall	32,541	12,202	137,335	–	1,343,951
Douglas M. Hagerman	57,219	10,729	337,451	–	3,443,416
Frank C. Kulaszewicz	25,794	10,884	14,981	–	135,646
John P. McDermott	34,854	8,714	27,338	–	679,963

(1) These amounts include contributions made by each named executive officer to the Non-Qualified Savings Plan. These amounts are also reported in the "Salary" column in the Summary Compensation Table.

(2) These amounts represent Company matching contributions for each named executive officer under the Non-Qualified Savings Plan. These amounts are also reported in the "All Other Compensation" column in the Summary Compensation Table and as part of the "Value of Company Contributions to Savings Plans" column in the All Other Compensation Table.

(3) These amounts include earnings (losses), dividends and interest provided on current contributions and existing balances, including the change in value of the underlying investment options in which the named executive officer is deemed to be invested. These amounts are not reported in the Summary Compensation Table as compensation.

(4) These amounts represent each named executive officer's aggregate balance in the Non-Qualified Savings Plan, and for Mr. Hagerman in the Deferred Compensation Plan, and for Mr. Crandall in the Deferred Compensation Plan and the "Old" Deferred Compensation Plan, in each case at September 30, 2016. The numbers also include the contributions made by each named executive officer to the Non-Qualified Savings Plan and Deferred Compensation Plan, which are also reported in the "Salary" column of the Summary Compensation Table, and the Company matching contributions, which are also reported in the "All Other Compensation" column in the Summary Compensation Table for each fiscal year. The amounts included in the Summary Compensation Table for fiscal 2014 for Messrs. Moret, Nosbusch, Crandall, Hagerman, and Kulaszewicz are $27,784, $101,792, $39,855, $18,604, and $230,419, respectively; and for fiscal 2015 for Messrs. Moret, Nosbusch, Crandall, Hagerman, and Kulaszewicz are $29,945, $104,954, $41,430, $443,275, and $25,451, respectively; and for fiscal 2016 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott are $40,649, $88,520, $44,743, $67,948, $36,678, and $43,568, respectively.

Potential Payments Upon Termination or Change of Control

The tables and narrative below describe and quantify compensation that would become payable to the named executive officers under existing plans and arrangements if the named executive officer's employment had terminated on September 30, 2016 for the reasons set forth below. We do not have employment agreements with the named executive officers, but do have change of control agreements with Messrs. Moret, Crandall, Hagerman, Kulaszewicz, and McDermott and certain other officers. There are two main purposes of these agreements.

1. They provide protection for the executive officers who would negotiate any potential acquisitions of the Company, thus encouraging them to negotiate a good outcome for shareowners, without concern that their negotiating stance will put at risk their financial situation immediately after an acquisition.
2. The agreements seek to ensure continuity of business operations during times of potential uncertainty, by removing the incentive to seek other employment in anticipation of a possible change of control.

In short, the change of control agreements seek to ensure that we may rely on key executives to continue to manage our business consistent with our best interests despite concerns for personal risks. We do not believe these agreements encourage our executives to favor or oppose a change of control. We believe these agreements strike a balance that the amounts are neither so low to cause an executive to oppose a change of control nor so high as to cause an executive to favor a change of control. In addition, in the past we at times have entered into severance arrangements with executive officers upon termination of their employment, with the terms and conditions depending on the individual circumstances of the termination, the transition role we expect from the officer and our best interests. The information set forth below does not include payments and benefits to the extent they are provided on a non-discriminatory basis to salaried employees upon termination of employment, including unused vacation pay, distributions of balances under savings and deferred compensation plans and accrued pension benefits. The information set forth below also does not include any payments and benefits that may be provided under severance arrangements that may be entered into with any named executive officer upon termination of their employment.

We have change of control agreements with Mr. Moret and each of the other named executive officers excluding Mr. Nosbusch and certain other officers. These agreements become effective if there is a change of control on or before September 30, 2019. Mr. Nosbusch had a change of control agreement that expired on September 30, 2016 and was not renewed. Each agreement provides for the continuing employment of the executive for two 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 two year period, each agreement entitles the executive to:

- severance benefits payable as a lump sum equal to two times (three times in the case of Mr. Moret) his annual compensation, including target ICP;
- annual ICP payment prorated through the date of termination payable as a lump sum, based upon the average of the previous three years' ICP payments; and
- continuation of other benefits and perquisites for two years (three years in the case of Mr. Moret).

The agreements do not include a provision that entitles the executives to receive tax gross-ups related to any excise tax imposed on change of control agreements. In each change of control agreement, the executive agreed to certain confidentiality provisions.

Under the change of control agreements, a change of control would include any of the following events:

- any "person", as defined in Section 13(d)(3) or 14(d)(2) of the Exchange Act, acquires 20 percent or more of our outstanding voting securities;
- a majority of our directors are replaced by persons who are not endorsed by a majority of our directors;
- we are involved in a reorganization, merger, sale of assets or other business combination that results in our shareowners owning 50% or less of our outstanding shares or the outstanding shares of the resulting entity; or
- shareowners approve a liquidation or dissolution of the Company.

The following table provides details with respect to potential post-employment payments to the named executive officers under our change of control agreements in the event of separation due to a change of control of the Company, assuming a termination covered by the change of control agreement occurred on September 30, 2016.

Name	Cash ($)[1]	Equity ($)[2]	Pension/ NQDC ($)	Perquisites/ Benefits ($)[3]	Tax Reimbursement ($)[4]	Other ($)[5]	Total ($)
Blake D. Moret	5,346,067	3,342,640	0	46,301	0	100,000	8,835,008
Keith D. Nosbusch[6]	4,691,817	11,488,923	0	46,301	0	100,000	16,327,041
Theodore D. Crandall	2,445,033	3,073,931	0	30,867	0	100,000	5,649,831
Douglas M. Hagerman	2,157,375	1,930,616	0	30,867	0	100,000	4,218,858
Frank C. Kulaszewicz	2,285,500	3,073,931	0	30,867	0	100,000	5,490,298
John P. McDermott	1,901,758	1,930,616	0	30,867	0	100,000	3,963,241

(1) This column includes the severance value, which is base salary plus target annual ICP multiplied by three for Messrs. Nosbusch and Moret, and multiplied by two for Messrs. Crandall, Hagerman, Kulaszewicz, and McDermott. In the year of termination, the executive is also entitled to receive a prorated ICP payout based on the average of the previous three years' ICP payment (fiscal years 2014, 2015 and 2016). These amounts are $216,067, $735,567, $269,033, $223,300, $245,500 and $177,633 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott, respectively.

(2) Upon a change of control of the Company and, in the case of awards granted after February 2, 2010, if (1) the executive's awards are assumed or substituted with comparable awards by the surviving Company in the change of control and such executive's employment is terminated within two years of the change of control for certain specified reasons or (2) the executive's awards are not assumed or substituted with comparable awards by the surviving Company in the change of control, all outstanding stock options would become fully exercisable; the restrictions on all shares of restricted stock would lapse; and grantees of performance shares would be entitled to a performance share payout equal to 100% of the target shares. The following represents the value of unvested equity awards had a change of control occurred on September 30, 2016, using the fiscal year end price of $122.34.

Name	Unvested Stock Options ($)	Unvested Restricted Stock ($)	Performance Shares ($)
Blake D. Moret	849,351	682,657	1,810,632
Keith D. Nosbusch	2,570,337	2,137,280	6,781,306
Theodore D. Crandall	691,971	571,328	1,810,632
Douglas M. Hagerman	430,728	360,903	1,138,985
Frank C. Kulaszewicz	691,971	571,328	1,810,632
John P. McDermott	430,728	360,903	1,138,985

(3) Amounts include healthcare program subsidies provided to all employees and amounts received for personal liability insurance.

(4) Agreements do not include a provision that entitles the executives to receive tax gross-ups related to any excise tax imposed on change of control agreements.

(5) Estimated value of outplacement services.

(6) Mr. Nosbusch's change of control agreement expired on September 30, 2016.

The following table sets forth the treatment of equity-based awards upon termination of employment for the following reasons:

Reason	Options	Restricted Stock	Performance Shares[5]
Voluntary — Other than retirement[1]	*Vested* — can be exercised until the earlier of (i) three months after last date on payroll or (ii) the date the option expires *Unvested* — forfeited	Unearned shares forfeited	Unearned shares forfeited
Voluntary — Retirement[2]	If retirement occurs 12 months or more after grant date, unvested options continue to vest; otherwise all unvested options are forfeited. Vested options can be exercised until the earlier of (i) five years after retirement or (ii) the date the option expires	If retirement occurs 12 months or more after grant date and before the end of the restriction period, pro rata shares earned at retirement. If retirement occurs before 12 months after the grant date, all unearned shares forfeited	If retirement occurs 12 months or more after grant date and before the end of the performance period, pro rata shares earned at the end of the performance period. If retirement occurs before 12 months after the grant date, all unearned shares forfeited
Involuntary — Cause[1]	*Vested* — forfeited *Unvested* — forfeited	Unearned shares forfeited	Unearned shares forfeited
Involuntary — Not for cause[1]	*Vested* — can be exercised until the earlier of (i) three months after last date on payroll or (ii) the date the option expires *Unvested* — continue to vest during salary continuation period; if vesting occurs in that period, can be exercised until the earlier of (i) three months after last date on payroll or (ii) the date the option expires; remaining unvested options forfeited	Unearned shares forfeited	Unearned shares forfeited
Death[3]	All options vest immediately and can be exercised until the earlier of (i) three years after death or (ii) the date the option expires	All restrictions lapse	Shares earned on a pro rata basis at the end of the performance period
Disability[4]	*Vested* — can be exercised until the earlier of (i) three months after the employee's last date on payroll or (ii) the date the option expires *Unvested* — continue to vest during salary continuation period; if vesting occurs in that period, can be exercised until the earlier of (i) three months after last date on payroll or (ii) the date the option expires; remaining unvested options forfeited	If disability continues for more than six months, all restrictions lapse	If disability continues for more than six months, pro rata shares earned at the end of the performance period

(1) Assuming a termination as of September 30, 2016, the NEOs would not receive any additional equity value in connection with voluntary terminations (other than retirement) or involuntary terminations (whether or not for cause).

(2) The value of the prorated restricted stock that is vested on an accelerated basis assuming a retirement as of September 30, 2016 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott would be $336,924, $1,234,411, $327,627, $210,058, $327,627 and $210,058, respectively.

(3) The value of the unvested stock options and restricted stock that are vested on an accelerated basis assuming a termination as a result of death as of September 30, 2016 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott would be $1,532,008, $4,707,617, $1,263,299, $791,631, $1,263,299 and $791,631, respectively.

(4) The value of the unvested restricted stock that is vested on an accelerated basis assuming a termination as a result of disability as of September 30, 2016 for Messrs. Moret, Nosbusch, Crandall, Hagerman, Kulaszewicz, and McDermott would be $682,657, $2,137,280, $571,328, $360,903, $571,328 and $360,903, respectively.

(5) In the case of assumed terminations for retirement, death or disability as of September 30, 2016, the value of the vesting of pro rata performance shares is not determinable in such instances as the payout will be determined at the end of the applicable performance period.

AUDIT MATTERS

Proposal to Approve the Selection of Independent Registered Public Accounting Firm

The Audit Committee has selected the firm of Deloitte & Touche LLP (D&T) as our independent registered public accounting firm for the fiscal year ending September 30, 2017, subject to the approval of the shareowners. D&T and its predecessors have acted as our independent registered public accounting firm since 1934.

The Audit Committee reviews all non-audit services that D&T may provide, conducts regular private sessions with D&T and annually evaluates the qualifications, performance and independence of D&T, including the lead partner. The Audit Committee is involved in the process of D&T's selection of a new lead partner when rotation is required after 5 years under the SEC's audit partner rotation rules. This year a new lead partner was selected as required by these rules effective for fiscal 2017. In addition, Company policy restricts the hiring of individuals who have been employed by D&T until after a two year "cooling off" period, based on role, which is more restrictive than regulatory requirements. We understand the need to maintain D&T's independence both in appearance and in fact.

Before the Audit Committee selected D&T as its auditors for fiscal 2017, it carefully considered the independence and qualifications of that firm, including their performance in prior years, their tenure as our independent auditors, the appropriateness of their fees, and their reputation for integrity and for competence in the fields of accounting and auditing. Based on this evaluation, the Audit Committee believes it is in the best interests of the Company and its shareowners for D&T to continue as its independent auditors for fiscal 2017.

We expect that representatives of D&T will attend the Annual Meeting to answer appropriate questions and make a statement if they desire to do so.

The Board of Directors recommends that you vote "FOR" the proposal to approve the selection of Deloitte & Touche LLP as our independent registered public accounting firm, which is presented as item (b).

Audit Fees

The following table sets forth the aggregate fees for services provided by D&T for the fiscal years ended September 30, 2016 and 2015 (in millions), all of which were approved by the Audit Committee:

	Year Ended September 30,	
	2016	**2015**
Audit Fees		
Integrated Audit of Consolidated Financial Statements and Internal Control over Financial Reporting	$ 3.68	$ 3.54
Statutory Audits	1.67	1.99
Audit-Related Fees*	0.12	0.22
Tax Fees		
Compliance	0.00	0.00
All Other Fees**	0.01	0.01
TOTAL	**$ 5.48**	**$ 5.76**

* *Audit-related services primarily relate to non-US employee benefit plan audits as well as to other compliance services.*

** *Other fees include a license for an accounting research tool and review services for our conflict minerals certification report.*

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

Audit Committee Pre-Approval Policies and Procedures

The Audit Committee is responsible for appointing, compensating and overseeing the work performed by D&T and audit services performed by other independent public accounting firms. The Audit Committee pre-approves all audit (including audit-related) services provided by D&T and others and permitted non-audit services provided by D&T in accordance with its pre-approval policies and procedures.

The Audit Committee annually approves the scope and fee estimates for the year-end audit, statutory audits and employee benefit plan audits for the next fiscal year. With respect to other permitted services to be performed by our independent registered public accounting firm, the Audit Committee has adopted a policy pre-approving certain categories and specific types of audit and non-audit services that may be provided by our

independent registered public accounting firm on a fiscal year basis, subject to individual and aggregate monetary limits. The policy requires the Company's Controller or Chief Financial Officer to pre-approve the terms and conditions of any engagement under the policy. The Audit Committee must specifically approve any proposed engagement for an audit or non-audit service that does not meet the guidelines of the policy. The Audit Committee also authorized the Chair of the Committee to pre-approve any individual service not covered by the general pre-approval policy, with any such approval reported by the Chair at the next regularly scheduled meeting of the Committee. The Audit Committee annually reviews and approves the categories of pre-approved services and monetary limits under the pre-approval policy. The Company's Controller reports to the Audit Committee regarding the aggregate fees charged by D&T and other public accounting firms compared to the pre-approved amounts, by category.

Audit Committee Report

The Audit Committee assists the Board in overseeing and monitoring the integrity of the Company's financial reporting processes, its internal control and disclosure control systems, the integrity and audits of its financial statements, the Company's compliance with legal and regulatory requirements, the qualifications and independence of its independent registered public accounting firm and the performance of its internal audit function and independent registered public accounting firm.

Our Committee's roles and responsibilities are set forth in a written Charter adopted by the Board, which is available on the Company's website at *http://www.rockwellautomation.com* under the "Investors" link. 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 Company's financial statements and the reporting processes, including the system of internal control. Deloitte & Touche LLP (D&T), the Company's independent registered public accounting firm, is responsible for expressing an opinion on the conformity of those audited financial statements with U.S. generally accepted accounting principles, and on the Company's internal control over financial reporting.

Our Committee is responsible for overseeing the Company's overall financial reporting processes. In fulfilling our responsibilities for the financial statements for fiscal year 2016, we:

- Reviewed and discussed the audited financial statements for the fiscal year ended September 30, 2016 and quarterly financial statements with management and D&T;
- Reviewed management's assessment of the Company's internal control over financial reporting and D&T's report pursuant to Section 404 of the Sarbanes-Oxley Act;
- Discussed with D&T the matters required to be discussed by Public Company Accounting Oversight Board (United States) (PCAOB) Auditing Standard No. 16 "Communication with Audit Committees" and Rule 2-07 of SEC Regulation S-X relating to the conduct of the audit; and
- Received written disclosures and the letter from D&T regarding its independence as required by PCAOB Ethics and Independence Rule 3526. We also discussed with D&T its independence.

We reviewed and approved all audit and audit-related fees and services. For information on fees paid to D&T for each of the last two years, see *"Proposal to Approve the Selection of Independent Registered Public Accounting Firm"* on page 49 of this proxy statement.

We considered the non-audit services provided by D&T in fiscal year 2016 and determined that engaging D&T to provide those services is compatible with and does not impair D&T's independence.

In fulfilling our responsibilities, we met with the Company's General Auditor and D&T, with and without management present, to discuss the results of their examinations, the evaluations of the Company's internal control over financial reporting and the overall quality of the Company's financial reporting. We considered the status of pending litigation, taxation matters and other areas of oversight relating to the financial reporting and audit processes that we determined appropriate. We discussed with management the Company's major financial risk exposures and the steps management has taken to monitor and control such exposures, including the Company's risk assessment and risk management policies. We also met separately with the Company's Chief Executive Officer, Chief Financial Officer, Controller, General Counsel and Ombudsman.

Based on our review of the audited financial statements and the discussions and reports referred to above, we recommended to the Board that the audited financial statements be included in the Company's Annual Report on Form 10-K for the fiscal year ended September 30, 2016 for filing with the SEC.

Audit Committee
James P. Keane, *Chair*
Lawrence D. Kingsley
Donald R. Parfet
Lisa A. Payne
Thomas W. Rosamilia

PROPOSAL TO APPROVE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

A proposal will be presented at the meeting asking shareowners to approve on an advisory basis the compensation of our named executive officers as described in this proxy statement.

Why You Should Approve our Executive Compensation Programs

Our compensation philosophy is designed to attract and retain executive talent and emphasize pay for performance, including the creation of shareowner value. Our compensation programs include base salary, annual incentive compensation, long-term incentives, defined benefit and defined contribution retirement plans and a limited perquisite package. We encourage shareowners to read the Executive Compensation section of this proxy statement, including the Compensation Discussion and Analysis (CD&A) and compensation tables, for a more detailed discussion of our compensation programs and policies. We believe our compensation programs and policies are appropriate and effective in implementing our compensation philosophy and in achieving our goals with the appropriate level of risk, and that they are aligned with shareowner interests and worthy of continued shareowner support.

We believe that shareowners should consider the following in determining whether to approve this proposal.

Compensation Program is Highly Aligned with Shareowner Value

A significant portion of our executives' compensation is directly linked to our performance and the creation of shareowner value because the majority of their Total Direct Compensation is in the form of performance-based annual and long-term incentive awards. Our long-term incentive awards consist of three vehicles: stock options, performance shares and restricted stock. We believe this mix appropriately motivates long-term performance and rewards executives for both absolute gains in share price and relative performance related to total shareowner return compared to the aggregate performance of the S&P 500 Index.

Strong Pay-for-Performance Orientation

We maintain a consistent pay-for-performance approach to setting ICP targets and payouts over time have reflected this philosophy. The past five years illustrate the consistent application of this philosophy. ICP awards were slightly above target in fiscal 2014 because we exceeded some of our financial goals in that year. For fiscal 2012, 2013 and 2015, we did not meet all the stretch financial goals set at the beginning of those years and ICP awards were below target. For fiscal 2016, our Adjusted EPS was less than the previous year's results so no ICP payout was awarded.

Alignment with Shareowner Concerns

We seek to align our compensation programs with best practices that address shareowner concerns.

- *No tax gross-ups* on personal liability insurance, the FICA tax due on the Company's matching contributions to non-qualified plans, and on excise tax imposed on change of control agreement benefits.
- *No employment contracts:* We do not have employment contracts with any of our named executive officers.
- *No repricing:* Our long-term incentives plan expressly prohibits repricing or exchanging equity awards.
- *No hedging or pledging of Rockwell Automation securities.*
- *No golden parachutes for NEOs.*
- *Very limited perquisite package:* We offer very limited perquisites.

Compensation Program Has Appropriate Long-Term Orientation

Our compensation programs and policies have a long-term focus.

- *Minimum vesting for equity awards:* We encourage a long-term orientation by our executives by using minimum vesting of one-third per year over three years for options and three years for restricted stock and performance shares (one year for executives that elect retirement during the performance period).
- *Officers are subject to stock ownership requirements:* We have stock ownership requirements for officers that align the interests of officers with the interests of shareowners. The CEO must own stock with a value of five times his base salary and each senior vice president must own stock with a value of three times his or her salary. These requirements must be met within five years of becoming an officer. If officers do not meet the ownership requirements, they may not sell shares and must retain the shares received (on a net after-tax and transaction cost basis) from any option exercises and restricted stock and performance share lapses.

Compensation Committee Stays Current on Best Practices

The Compensation Committee has engaged a compensation consultant, Willis Towers Watson, to provide independent advice on compensation trends and market information and to advise the Committee as it reviews and approves executive compensation matters pursuant to its Charter. In addition, Willis Towers Watson regularly updates our Board and the Compensation Committee on executive compensation emerging practices and trends.

Summary of Good Governance and Risk Mitigating Factors

- *Use of multiple balanced metrics:* We use multiple metrics in our ICP and multiple vehicles in our long-term incentives plan grants. The metrics in the ICP include an appropriate balance between corporate and business segment performance and between earnings, sales growth, and cash flow.
- *Limited ICP payouts:* The Committee has never used its discretion to adjust ICP awards over 200% of target, limiting excessive awards for short-term performance.
- *Balanced pay mix:* The mix of pay is balanced between annual and long-term, with an emphasis on long-term performance.
- *Multiple-year vesting of long-term incentives:* Long-term incentive awards do not fully vest until at least three years after the grant.
- *Stock ownership policy:* We require executives to own a significant amount of the Company's stock.
- *Third-party audits of financial performance:* The Committee uses audited financial results to determine payouts in our Senior ICP and performance share plan.
- *Use of claw-back provisions:* We entered into agreements with and have a recoupment policy covering Mr. Moret as President and CEO, Mr. Nosbusch as former CEO, and Mr. Crandall as CFO with respect to the reimbursement (or claw-back) for any incentive- or equity-based compensation if we are required to restate any financial statements due to a material non-compliance with any financial reporting requirement under the securities laws.

The following resolution will be submitted for a shareowner vote at the 2017 Annual Meeting:

"RESOLVED, that the shareowners of the Company approve, on an advisory basis, the compensation of the Company's named executive officers listed in the 2016 Summary Compensation Table included in the proxy statement for this meeting, as such compensation is disclosed pursuant to Item 402 of Regulation S-K in this proxy statement under the section entitled "Executive Compensation", including the Compensation Discussion and Analysis, the compensation tables and other narrative executive compensation disclosures set forth under that section."

We are providing our shareowners with an advisory vote on our executive compensation as required pursuant to Section 14A of the Exchange Act. This advisory vote on the compensation of our named executive officers gives shareowners another mechanism to convey their views about our compensation programs and policies. Although your vote on executive compensation is not binding on the Company, the Board values the views of shareowners. The Board and Compensation Committee will review the results of the vote and take them into consideration in addressing future compensation policies and decisions.

The Board of Directors recommends that you vote "FOR" the proposal to approve the compensation of our named executive officers, which is presented as item (c).

PROPOSAL TO VOTE ON THE FREQUENCY OF THE SHAREOWNER VOTE ON THE COMPENSATION OF OUR NAMED EXECUTIVE OFFICERS

We are providing our shareowners with an advisory vote on the frequency of the shareowner vote on the compensation of our named executive officers as required pursuant to Section 14A of the Exchange Act. By voting on this proposal, shareowners may indicate whether they prefer that we seek future advisory votes on executive compensation every one, two or three years. You will also have the choice to abstain from voting on this proposal.

Based on a shareowner vote at the 2011 annual meeting, shareowners currently vote on the compensation of our named executive officers on an annual basis. This advisory vote is one mechanism for shareowners to provide input on our compensation programs. In addition, shareowners can provide input to the Board by using other mechanisms such as through our director resignation policy with respect to uncontested director elections, shareowner proposals, our proxy access by-law and by communicating directly with the Board or individual directors by sending letters or by speaking with them at the annual meeting of shareowners.

The following resolution will be submitted for a shareowner vote at the 2017 Annual Meeting:

"RESOLVED, that the shareowners of the Corporation approve, on an advisory basis, whether the shareowner vote on the compensation of the Corporation's named executive officers listed in the annual proxy statement should occur every one, two or three years."

Your vote on the frequency of the shareowner vote on the compensation of our named executive officers is advisory and not binding on the Company. The frequency that receives the highest number of votes cast will be deemed to be the frequency selected by our shareowners. The Board and the Compensation Committee value the views of shareowners and will take the results of the vote into consideration in determining whether to change the frequency of the shareowner vote on the compensation of our named executive officers.

The Board of Directors recommends that you vote in favor of every one year as the frequency for future advisory votes to approve the compensation of our named executive officers. The proposal on the frequency of the shareowner vote on the compensation of our named executive officers is presented as item (d).

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 5, 2016 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 2017 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 Exchange Act requires our executive officers and directors, and persons who own more than ten percent of our common stock, to file reports of ownership and changes in ownership of our common stock 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 officers, directors and greater than ten percent beneficial owners complied with applicable SEC filing requirements during fiscal 2016.

ANNUAL REPORT

Our Annual Report to Shareowners, including the Annual Report on Form 10-K, financial statements and financial statement schedules, for the fiscal year ended September 30, 2016, was mailed with this proxy statement to shareowners who received a printed copy of this proxy statement. A copy of our Annual Report is available on the Internet as set forth in the Notice of Internet Availability of Proxy Materials.

We will send a copy of our Annual Report on Form 10-K to any shareowner without charge upon written request addressed to:

Rockwell Automation, Inc.
Shareowner Relations, E-7F19
1201 South Second Street
Milwaukee, Wisconsin 53204, USA
+1 (414) 382-8410

SHAREOWNER PROPOSALS FOR 2018 ANNUAL MEETING

If a shareowner wants to submit, in accordance with SEC Rule 14a-8, a proposal for possible inclusion in our proxy statement for the 2018 Annual Meeting of Shareowners, the proposal must be received by our Corporate Secretary at the address listed below by August 24, 2017.

A shareowner's notice of nomination of one or more director candidates to be included in the Company's proxy statement and ballot pursuant to Section 9 of Article II of our by-laws (a "proxy access nomination") must be delivered to our principal executive offices no earlier than July 24, 2017 and no later than August 24, 2017 (i.e., no earlier than the 150th day and no later than the 120th day before the anniversary of the date the Company filed its proxy statement for the previous year's annual meeting with the SEC).

In addition, if a shareowner wants to propose any matter for consideration of the shareowners at the 2018 Annual Meeting of Shareowners, other than a matter brought pursuant to SEC Rule 14a-8 or a proxy access director nomination, or the person the shareowner wants to nominate as a director, our by-laws require the shareowner to notify our Corporate Secretary in writing at the address listed below on or after October 10, 2017 and on or before November 9, 2017. If the number of directors to be elected to the Board at the 2018 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 30, 2017, a shareowner proposal with respect to nominees for any new position created by such increase will be considered timely if received by our Corporate Secretary not later than the tenth day following

our public announcement of the increase. The specific requirements and procedures for shareowner proposals to be presented directly at an Annual Meeting are set forth in our by-laws, which are available on our website at *www.rockwellautomation.com* on the "Investors" page under the heading "Corporate Governance."

To be in proper form, a shareowner's notice must include the information about the proposal or nominee as specified in our by-laws.

Notices of intention to present proposals or nominate directors at the 2018 Annual Meeting, and all supporting materials required by our by-laws, must be submitted to:

Rockwell Automation, Inc.
c/o Corporate Secretary
1201 South Second Street
Milwaukee, WI 53204

GENERAL INFORMATION ABOUT THE MEETING AND VOTING

Distribution and Electronic Availability of Proxy Materials

This year we are once again taking advantage of SEC rules that allow companies to furnish proxy materials to shareowners via the Internet. If you received a Notice of Internet Availability of Proxy Materials (Notice) by mail, you will not receive a printed copy of the proxy materials unless you specifically request one. The Notice instructs you on how to access and review this proxy statement and our 2016 Annual Report as well as how to vote by Internet. If you received the Notice and would still like to receive a printed copy of our proxy materials, you should follow the instructions for requesting these materials included in the Notice.

We will mail the Notice to certain shareowners by December 29, 2016. We will continue to mail a printed copy of this proxy statement and form of proxy to certain shareowners and we expect that mailing to begin on December 22, 2016.

Shareowners Sharing the Same Address

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

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

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

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

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

What am I voting on?

You will be voting on whether to:

- elect as directors the five nominees named in this proxy statement;
- approve the selection by the Audit Committee of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2017;
- approve on an advisory basis the compensation of our named executive officers; and
- vote on an advisory basis on the frequency of the shareowner vote on the compensation of our named executive officers.

Who is entitled to vote at the Annual Meeting?

Only holders of record of our common stock at the close of business on December 12, 2016, the record date for the meeting, may vote at the Annual Meeting. Each shareowner of record is entitled to one vote for each share of our common stock held on the record date. On December 12, 2016, 128,724,081 shares of our common stock were outstanding and entitled to vote.

Shareowner of Record. You are considered a shareowner of record of our common stock if your shares are registered directly in your name with our transfer agent, Wells Fargo Shareowner Services.

Street Name Shareowner. If you hold shares through a bank, broker or other nominee, you are considered a "beneficial owner" of shares held in "street name". If you hold shares in street name on the record date, you are entitled to vote them through your bank, broker or nominee who will send you these proxy materials and voting instructions.

Who may attend the Annual Meeting?

Shareowners as of December 12, 2016, the record date, or individuals holding their duly appointed proxies, may attend the Annual Meeting. Please note that if you hold your shares in street name through a broker or other nominee, you will need to provide a copy of a brokerage statement reflecting your stock ownership as of the record date to be admitted to the Annual Meeting. Instructions for obtaining an admittance card are on the outside back cover page of this proxy statement. You will find directions and instructions for parking and entering the building on your admittance card.

How do I vote my shares?

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

In addition you may vote by proxy:

- if you received a Notice, by submitting the proxy over the Internet by following the instructions on the Notice; and
- if you received a paper copy of the proxy materials:
  - for shareowners of record and participants in our savings plans and Wells Fargo Shareowner Services Plus Plan (dividend reinvestment and stock purchase plan), by completing, signing and returning the enclosed proxy card or direction card, or via the Internet or by telephone; or
  - for shares held in street name, by using the method directed by your broker or other nominee. You may vote over the Internet or by telephone if your broker or nominee makes those methods available, in which case they will provide instructions with your proxy materials.

How will my proxy be voted?

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

For shareowners participating in our savings plans or in the Wells Fargo Shareowner Services Plus Plan, the trustee or administering bank will vote the shares that it holds for a participant's account only in accordance with instructions given in a signed, completed and returned proxy card or direction card, or in accordance with instructions given pursuant to our Internet or telephone voting procedures. If they do not receive instructions, the shares will not be voted. To allow sufficient time for voting by the trustees of the savings plans, your voting instructions for shares held in the plans must be received by February 2, 2017.

May I change my proxy after I vote my shares?

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

- delivering a written notice of revocation to the Secretary of the Company;
- submitting a properly signed proxy card with a later date;
- casting a later vote using the telephone or Internet voting procedures; or
- voting in person at the Annual Meeting (except for shares held in the savings plans).

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

Will my vote be confidential?

It is our policy to keep confidential all proxy cards, ballots and voting tabulations that identify individual shareowners, except (i) as may be necessary to meet any applicable legal requirements, (ii) 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, and (iii) if a shareowner writes comments on the proxy card directed to our Board of Directors or management. Representatives of Broadridge will tabulate votes and act as the independent inspector of election at this year's meeting. The independent inspector 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.

What is required for there to be a quorum at the Annual Meeting?

Holders of at least a majority of the shares of our common stock issued and outstanding on the record date for the Annual Meeting must be present, in person or by proxy, for there to be a quorum in order to conduct business at the meeting.

How many votes are needed to approve each of the proposals?

Proposal	Vote Required	Broker Discretionary Voting Allowed
Election of Directors	Plurality of votes cast	No
D&T Appointment	Majority of votes cast	Yes
Advisory Approval of Executive Compensation	Majority of votes cast	No
Advisory Vote on the Frequency of Shareowner Vote on Executive Compensation	Frequency that receives greatest number of votes cast	No

Election of Directors. Directors are elected by a plurality of votes cast. This means that the five 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 will become directors. In an uncontested election where the number of nominees equals the number of director seats up for election, all the nominees will be elected as long as there is a quorum and somebody votes for their election. The election of directors, however, is subject to our director resignation policy if a director fails to receive a majority vote.

Our Guidelines on Corporate Governance set forth our policy if a director is elected by a plurality of votes cast but receives a greater number of votes "withheld" from his or her election than votes "for" such election. In an uncontested election, any nominee for director who receives more votes "withheld" than votes "for" his or her election must promptly tender his or her resignation to the Board. The Board Composition and Governance Committee will consider the resignation offer and make a recommendation to the Board of Directors. The Board will act on the tendered resignation within 90 days following certification of the election results. The Board Composition and Governance Committee, in making its recommendation, and the Board of Directors, in making its decision, may consider any factors or other information that it considers appropriate and relevant, including any stated reasons why the shareowners withheld votes from the director, the director's tenure, the director's qualifications, the director's past and expected contributions to the Board, and the overall composition of the Board. We will promptly disclose the Board's decision regarding whether to accept or reject the director's resignation offer in a Form 8-K furnished to the SEC. If the Board rejects the tendered resignation or pursues any additional action, the disclosure will include the rationale behind the decision. Any director who tenders his or her resignation may not participate in the Board Composition and Governance Committee deliberations and recommendation or in the Board's decision whether to accept or reject the resignation offer.

D&T Appointment. 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 is necessary to approve the D&T appointment.

Compensation of Named Executive Officers. 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 is necessary to approve on an advisory basis the compensation of our named executive officers, although such vote will not be binding on us.

Frequency of Shareowner Vote on Compensation of Named Executive Officers. You may vote to approve the frequency of the shareowner vote on the compensation of our named executive officers every one, two or three years. We have determined to view the frequency vote that receives the greatest number of votes cast by the holders of our common stock entitled to vote at the meeting as the advisory vote of shareowners on the frequency of approval of the compensation of our named executive officers, although such vote will not be binding on us.

How are votes counted?

Under Delaware law and our 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 to approve the D&T appointment and approve on an advisory basis the compensation of our named executive officers.

What is the effect of an abstention?

The shares of a shareowner who abstains from voting on a 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 or the advisory vote on the frequency of the shareowner vote on the compensation of our named executive officers, but has the same legal effect as a vote "against" the proposals to approve the D&T appointment and the compensation of our named executive officers.

How will votes be counted on shares held through brokers?

Brokers are not entitled to vote on the election of directors, the advisory proposal to approve the compensation of our named executive officers, or the advisory vote on the frequency of the shareowner vote on the compensation of our named executive officers unless they receive voting instructions from the beneficial owner. If a broker does not receive voting instructions, the broker may return a proxy card with no vote on the election of directors, the advisory proposal to approve the compensation of our named executive officers and the advisory vote on the frequency of the shareowner vote on the compensation of our named executive officers, which is usually referred to as a broker non-vote. The shares of a shareowner whose shares are not voted because 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 represented by proxy. A broker non-vote has no effect in the election of directors or the advisory proposal to approve the compensation of our named executive officers or the advisory vote on the frequency of the shareowner vote on the compensation of our named executive officers.

Can I receive electronic access to shareowner materials?

As noted above, SEC rules permit us to furnish proxy materials to shareowners via the Internet. However, we may choose to continue to provide printed copies to certain shareowners. If we send you printed copies, you can save us printing and mailing costs by electing to access proxy statements, annual reports and related materials electronically instead of receiving these documents in print. You must have an e-mail account and access to the Internet and expect to have such access in the future to be eligible for electronic access to these materials. To enroll for these services, please go to *https://enroll.icsdelivery.com/rok_* or visit our website at *www.rockwellautomation.com*, click on "Investors", then under "Shareowner Resources", click on "Investor Contact", and you will find the link under the subheading "Electronic Delivery" under "Transfer Agent & Dividends". If you own your shares through a broker or other nominee, you may contact them directly to request electronic access.

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 *https://enroll.icsdelivery.com/rok_* and following the instructions or by contacting your broker or other nominee.

EXPENSES OF SOLICITATION

We will bear the cost of the solicitation of proxies. We are soliciting proxies by mail, e-mail and through the Notice of Internet Availability of the Proxy Materials. Proxies also may be solicited personally, or by telephone or facsimile, by a few of our regular employees without additional compensation. In addition, we have hired Morrow Sodali, 470 West Avenue, Stamford, CT, for $8,000 plus associated costs and expenses to assist in the solicitation. 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. We believe that ROIC is useful to investors as a measure of performance and of the effectiveness of the use of capital in our operations. We use ROIC as one measure to monitor and evaluate performance, including as a financial measure for our annual incentive compensation. Our measure of ROIC may be different from that used by other companies. We define ROIC as the percentage resulting from the following calculation:

(a) income from continuing operations, 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, and accumulated amortization of goodwill and other intangible assets, minus cash and cash equivalents and short-term investments, multiplied by;

(c) one minus the effective tax rate for the period.

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

	Year Ended September 30,	
	2016	**2015**
(a) Return		
Income from continuing operations	$ 729.7	$ 827.6
Interest expense	71.3	63.7
Income tax provision	213.4	299.9
Purchase accounting depreciation and amortization	18.4	21.0
Return	1,032.8	1,212.2
(b) Average Invested Capital		
Short-term debt	248.2	166.6
Long-term debt	1,509.0	1,261.9
Shareowners' equity	2,164.1	2,521.3
Accumulated amortization of goodwill and intangibles	811.8	792.6
Cash and cash equivalents	(1,461.7)	(1,376.1)
Short-term investments	(846.5)	(639.3)
Average invested capital	2,424.9	2,727.0
(c) Effective Tax Rate		
Income tax provision	213.4	299.9
Income from continuing operations before income taxes	$ 943.1	$ 1,127.5
Effective tax rate	22.6 %	26.6 %
*(a)/(b) * (1–c) Return On Invested Capital*	33.0 %	32.6 %

IMPORTANT NOTICE REGARDING THE AVAILABILITY OF PROXY MATERIALS FOR THE ANNUAL MEETING OF SHAREOWNERS TO BE HELD ON FEBRUARY 7, 2017

This proxy statement and 2016 Annual Report, including the Annual Report on Form 10-K for our fiscal year ended September 30, 2016, are available to you on the Internet at *www.proxyvote.com.*

To view this material, you will need your control number from your proxy card.

The Annual Meeting (for shareowners as of the December 12, 2016 record date) will be held on February 7, 2017, at 5:30 p.m. CST at Rockwell Automation Global Headquarters, 1201 South Second Street, Milwaukee, Wisconsin 53204, USA.

For directions to the Annual Meeting and to vote in person, please call Shareowner Relations at +1 (414) 382-8410.

Shareowners will vote at the Annual Meeting on whether to:

1) elect Steven R. Kalmanson, James P. Keane, Blake D. Moret, Donald R. Parfet and Thomas W. Rosamilia as directors;
2) approve the selection of Deloitte & Touche LLP as our independent registered public accounting firm for fiscal year 2017;
3) approve on an advisory basis the compensation of our named executive officers as described in the proxy statement; and
4) approve on an advisory basis whether the shareowner vote on the compensation of our named executive officers should occur every one, two or three years.

The Board of Directors recommends that you vote for the election of the five named directors and the proposals to approve Deloitte & Touche LLP and the compensation of our named executive officers and vote to approve the compensation of our named executive officers every one year.

December 14, 2016

Designed and Published by Labrador-company.com

Rockwell Automation

ADMISSION TO THE 2017 ANNUAL MEETING

You will need an admission card (or other proof of stock ownership) and proper identification for admission to the Annual Meeting of Shareowners in Milwaukee, Wisconsin on February 7, 2017. 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 +1 (414) 382-8410.

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 12, 2016 record date, such as a brokerage statement or letter from your broker.

Your admission card will serve as verification of your ownership.