

ROCKWELL AUTOMATION, INC.
RELATED PERSON TRANSACTIONS POLICY

The Board of Directors (the “Board”) of Rockwell Automation, Inc. (the “Company”) has adopted this policy related to the review and approval or ratification of Related Person Transactions. The Board Composition and Governance Committee of the Board (the “Committee”) will have responsibility for administering this policy and may review, and recommend amendments to, this policy from time to time.

1. Statement of Policy.

It is the Company’s policy that all Related Person Transactions shall be approved or ratified by the Committee in accordance with the terms of this policy.

For purposes of this policy, “Related Person” means any person:

- who is or, at any time since the beginning of the Company’s last fiscal year, was a director, nominee for director or executive officer of the Company;
- who is a security holder (including security holders who act as a partnership or other group for the purpose of acquiring, holding or disposing of securities of the Company) who is known to the Company to be the beneficial owner of more than five percent of any class of the Company’s voting securities (a “5% Security Holder”); or
- who is a child, stepchild, parent, stepparent, spouse, sibling, mother-in-law, father-in-law, son-in-law, daughter-in-law, brother-in-law or sister-in-law of any of the foregoing persons, or a person (other than a tenant or employee) sharing the household of any of the foregoing persons (an “Immediate Family Member”).

For purposes of this policy, “Related Person Transaction” means any transaction, arrangement or relationship (including any indebtedness or guarantee of indebtedness), or any series of similar transactions, arrangements or relationships, which is currently proposed, is in effect or has been in effect at any time since the beginning of the Company’s last fiscal year, in which:

- the Company was, is or will be a participant;
- the amount involved exceeds \$120,000; and
- any Related Person had, has or will have a direct or indirect material interest.

It is the intent of this policy that Related Person Transactions shall be those that are disclosable under Item 404(a) (“Item 404(a)”) of Regulation S-K promulgated by the Securities and Exchange Commission (the “SEC”). Accordingly, consistent with

Item 404(a), the transactions, arrangements and relationships described on Annex I hereto shall not constitute Related Person Transactions.

2. Application of Related Person Transactions Policy.

The procedures set forth in this policy supplement, and are not intended to replace or supersede, any other policies or procedures of the Company that require any governing body or officer of the Company to review or approve transactions, arrangements or relationships. In addition, these procedures supplement, and are not intended to replace or supersede, the Company's other policies and procedures that may apply to transactions, arrangements or relationships with Related Persons, including the Company's Conflicts of Interest Policy (Policy A-03) and Standards of Business Conduct (Policy A-08). Transactions, arrangements and relationships that are subject to the procedures set forth in this policy must be reported by each director, nominee for director and executive officer as required below regardless of whether such transactions, arrangements or relationships comply with the foregoing other policies and procedures.

Approval or ratification of a Related Person Transaction in accordance with the procedures set forth in this policy shall not constitute final approval of the Company's participation in the transaction, arrangement or relationship in any case where, in accordance with the standard governance practices and delegations of authority of the Company, a separate approval of the transaction, arrangement or relationship by the Board, a committee of the Board or an officer of the Company would be required; nor, in any such case, shall the prior approval by the Committee relieve the Related Person from providing to the Board, such committee or such officer, as applicable, full disclosure of the material facts regarding the nature of the transaction, arrangement or relationship and the Related Person's relationship to and interest in the transaction, arrangement or relationship.

3. Identification and Determination of Related Person Transactions.

Each director, nominee for director and executive officer of the Company shall notify the General Counsel of the Company (the "GC") as soon as reasonably practicable of any proposed or existing transaction, arrangement or relationship in which (i) the Company was, is or will be a participant and (ii) such director, nominee for director or executive officer or any Immediate Family Member of such director, nominee for director or executive officer had, has or will have any direct or indirect interest (other than transactions, arrangements or relationships described in Annex 1 hereto), and of the terms thereof.

The GC shall determine whether a transaction, arrangement or relationship with respect to which notice has been received pursuant to the foregoing paragraph or which otherwise comes to the attention of the GC (whether in a director or officer questionnaire or otherwise) constitutes a Related Person Transaction.

In determining whether a transaction, arrangement or relationship constitutes a Related Person Transaction, the GC will evaluate the materiality of any interest of a Related

Person in the transaction, arrangement or relationship on the basis of the significance of the information related thereto to investors in light of all the circumstances of the particular transaction, arrangement or relationship. The relationship of the Related Person to the transaction, arrangement or relationship and with the Company and others, the importance of the interest to the Related Person and the amount involved in the transaction, arrangement or relationship are among the factors to be considered by the GC in determining the significance of the information to investors. In addition, with respect to any potential transaction, arrangement or relationship involving a director, nominee for director or an Immediate Family Member of a director or nominee for director, the GC may consider whether the transaction, arrangement or relationship would be immaterial under the categorical standards adopted by the Board with respect to director independence.

If the GC determines that a proposed or existing transaction, arrangement or relationship constitutes a Related Person Transaction, the Related Person Transaction will be referred to the Committee. In connection with such referral, the Committee will be provided with details of the Related Person Transaction, including:

- the principal terms of the Related Person Transaction;
- the business purpose of the Related Person Transaction;
- the nature of the Company's involvement in the Related Person Transaction;
- the benefits to the Company and to the relevant Related Person; and
- whether the Related Person Transaction would require a waiver of the Company's Conflicts of Interest Policy or Standards of Business Conduct.

4. Approval of Related Person Transactions.

Proposed Related Person Transactions referred to the Committee shall be considered by the Committee and, if the Committee determines it to be appropriate, approved by the Committee. The Committee will approve a Related Person Transaction only if it determines that the Related Person Transaction is in, or is not inconsistent with, the best interests of the Company and its shareowners.

In determining whether to approve a Related Person Transaction, the Committee may consider, in addition to any other factors it deems relevant or appropriate, the following factors to the extent relevant to the Related Person Transaction:

- the fairness to the Company of the Related Person Transaction;
- whether the terms of the Related Person Transaction would be on the same basis if the transaction, arrangement or relationship did not involve a Related Person;
- the business reasons for the Company to participate in the Related Person Transaction;

- the nature and extent of the Company's participation in the Related Person Transaction;
- whether any Related Person Transaction involving a director, nominee for director or an Immediate Family Member of a director or nominee for director would be immaterial under the categorical standards adopted by the Board with respect to director independence;
- whether the Related Person Transaction presents an actual or apparent conflict of interest for any director, nominee for director or executive officer, the nature and degree of such conflict and whether any mitigation of such conflict is feasible;
- the availability of other sources for comparable products or services;
- the direct or indirect nature and extent of the Related Person's interest in the Related Person Transaction;
- the ongoing nature of the Related Person Transaction;
- the relationship of the Related Person to the Related Person Transaction and with the Company and others;
- the importance of the Related Person Transaction to the Related Person; and
- the amount involved in the Related Person Transaction.

5. Ratification of Related Person Transactions.

If Committee approval of a Related Person Transaction has not been obtained prior to consummation thereof, then the Related Person Transaction shall be considered by the Committee as soon as reasonably practicable after it is entered into and, if the Committee determines it to be appropriate, ratified by the Committee. The Committee will ratify a Related Person Transaction only if it determines that the Related Person Transaction is in, or is not inconsistent with, the best interests of the Company and its shareowners.

A Related Person Transaction entered into without the preapproval of the Committee shall not be deemed to violate this policy as long as the Related Person Transaction is ratified by the Committee as soon as reasonably practicable after it is entered into.

In determining whether to ratify a Related Person Transaction, the Committee may consider, in addition to any other factors it deems relevant or appropriate, the factors set forth in the last paragraph of Section 4 above to the extent relevant to the Related Person Transaction.

In any case where the Committee determines not to ratify a Related Person Transaction that has been entered into without approval, the Committee may consider additional action, in consultation with counsel, including, but not limited to, termination of the Related Person Transaction on a prospective basis, rescission of such Related Person

Transaction or modification of the Related Person Transaction in a manner that would permit it to be ratified by the Committee.

6. Related Person Transactions Involving Members of the Committee.

Any member of the Committee who has an interest in the Related Person Transaction under discussion will disclose such interest to the other members of the Committee and abstain from voting on the approval or ratification of the Related Person Transaction, but may, if so requested by the Chair of the Committee, participate in some or all of the Committee's discussions of the Related Person Transaction; provided, however, that such member may be counted in determining the presence of a quorum at a meeting of the Committee which considers such Related Person Transaction.

7. Ongoing Related Person Transactions.

If a Related Person Transaction will be ongoing, the Committee may establish guidelines for the Company's management to follow in connection with the Company's continuing participation in the Related Person Transaction. Thereafter, the Committee, on at least an annual basis, will review and assess the ongoing Related Person Transaction to confirm that it complies with the Committee's guidelines and that the Related Person Transaction remains appropriate.

8. Delegation.

In the event the GC determines that it is impracticable or undesirable to wait until a Committee meeting to obtain Committee approval or ratification of a Related Person Transaction, the Chair of the Committee may approve or ratify any Related Person Transaction not involving the Chair of the Committee or an Immediate Family Member thereof and any other member of the Committee who is not involved in and does not have an Immediate Family Member who is involved in such Related Person Transaction may approve or ratify any Related Person Transaction involving the Chair of the Committee or an Immediate Family Member thereof. In such event, the Chair of the Committee (or other member of the Committee) will possess delegated authority to act between Committee meetings.

All determinations by the Chair of the Committee (or other member of the Committee) under this policy shall be reported to the Committee at its next regularly scheduled meeting.

As amended November 7, 2007

1. Any employment by the Company of an executive officer and any related compensation if:
 - the related compensation is or will be reported in the Company’s proxy statement pursuant to applicable SEC rules; or
 - the executive officer is not an Immediate Family Member of another Related Person, the related compensation would have been reported in the Company’s proxy statement pursuant to applicable SEC rules if the executive officer was a “named executive officer”, and such compensation was approved, or recommended to the Board for approval, by the Compensation and Management Development Committee of the Board.
2. Director compensation that is or will be reported in the Company’s proxy statement pursuant to applicable SEC rules.
3. A transaction, arrangement or relationship in which a Related Person’s interest arises only from:
 - the Related Person’s position as a director of another corporation or organization that is a party to the transaction, arrangement or relationship;
 - the direct or indirect ownership by the Related Person (and all other Related Persons) of less than a ten percent equity interest in another person (other than a partnership) that is a party to the transaction, arrangement or relationship; or
 - both such position and ownership.
4. A transaction, arrangement or relationship in which a Related Person’s interest arises only from the Related Person’s position as a limited partner in a partnership in which the Related Person (and all other Related Persons) have an interest of less than ten percent, and the Related Person is not a general partner of and does not hold another position in the partnership.
5. A transaction, arrangement or relationship:
 - where the rates or charges involved in the transaction, arrangement or relationship are determined by competitive bids;
 - that involves rendering services as a common or contract carrier or public utility at rates or charges fixed in conformity with law or governmental authority; or

- that involves services as a bank depository of funds, transfer agent, registrar, trustee under a trust indenture, or similar services.
6. A transaction, arrangement or relationship in which a Related Person's interest arises solely from the ownership of a class of equity securities of the Company where all holders of that class of equity securities receive the same benefit on a pro rata basis.
 7. Indebtedness due from a Related Person for purchases of goods and services subject to usual trade terms, for ordinary business travel and expense payments and for other transactions in the ordinary course of business.
 8. Indebtedness transactions, arrangements or relationships with a 5% Security Holder.