

ROCKWELL AUTOMATION INC

Form 10-K

November 14, 2011

Table of Contents

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

**Form 10-K  
ANNUAL REPORT PURSUANT TO SECTION 13 OR 15(d) OF  
THE SECURITIES EXCHANGE ACT OF 1934  
For the fiscal year ended September 30, 2011.  
Commission file number 1-12383**

**Rockwell Automation, Inc.**  
*(Exact name of registrant as specified in its charter)*

**Delaware**  
*(State or other jurisdiction of  
incorporation or organization)*

**25-1797617**  
*(I.R.S. Employer  
Identification No.)*

**1201 South 2<sup>nd</sup> Street  
Milwaukee, Wisconsin**  
*(Address of principal executive offices)*

**53204**  
*(Zip Code)*

**Registrant's telephone number, including area code:  
(414) 382-2000**

**Securities registered pursuant to Section 12(b) of the Act:**

<b>Title of each class</b>	<b>Name of each exchange on which registered</b>
Common Stock, \$1 Par Value	New York Stock Exchange

**Securities registered pursuant to Section 12(g) of the Act: None**

Indicate by check mark if the registrant is a well-known seasoned issuer, as defined in Rule 405 of the Securities Act.  
Yes ☐ No ☐

Indicate by check mark if the registrant is not required to file reports pursuant to Section 13 or Section 15(d) of the Act. Yes ☐ No ☐

Indicate by check mark whether the registrant (1) has filed all reports required to be filed by Section 13 or 15(d) of the Securities Exchange Act of 1934 during the preceding 12 months (or for such shorter period that the registrant was required to file such reports), and (2) has been subject to such filing requirements for the past 90 days. Yes ☐ No ☐

Indicate by check mark whether the registrant has submitted electronically and posted on its corporate Web site, if any, every Interactive Data File required to be submitted and posted pursuant to Rule 405 of Regulation S-T during the preceding 12 months (or for such shorter period that the registrant was required to submit and post such files). Yes ☐ No ☐

Indicate by check mark if disclosure of delinquent filers pursuant to Item 405 of Regulation S-K is not contained herein, and will not be contained, to the best of registrant's knowledge, in definitive proxy or information statements incorporated by reference in Part III of this Form 10-K or any amendment to this Form 10-K. ☐

Indicate by check mark whether the registrant is a large accelerated filer, an accelerated filer, a non-accelerated filer, or a smaller reporting company. See definitions of large accelerated filer, accelerated filer, and smaller reporting company in Rule 12b-2 of the Exchange Act. (Check one):

Large Accelerated Filer ☐ Accelerated Filer ☐ Non-accelerated Filer ☐ Smaller reporting company ☐

Indicate by check mark whether the registrant is a shell company (as defined in Rule 12b-2 of the Act). Yes ☐ No ☐

The aggregate market value of registrant's voting stock held by non-affiliates of registrant on March 31, 2011 was approximately \$13.6 billion.

141,916,926 shares of registrant's Common Stock, par value \$1 per share, were outstanding on October 31, 2011.

**DOCUMENTS INCORPORATED BY REFERENCE**

Certain information contained in the Proxy Statement for the Annual Meeting of Shareowners of registrant to be held on February 7, 2012 is incorporated by reference into Part III hereof.

**TABLE OF CONTENTS**

**PART I**

Item 1. Business

Item 1A. Risk Factors

Item 1B. Unresolved Staff Comments

Item 2. Properties

Item 3. Legal Proceedings.

Item 4A. Executive Officers of the Company

**PART II**

Item 5. Market for the Company's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities

Item 6. Selected Financial Data

Item 7. Management's Discussion and Analysis of Financial Condition and Results of Operations

Item 7A. Quantitative and Qualitative Disclosures About Market Risk

Item 8. Financial Statements and Supplementary Data

CONSOLIDATED BALANCE SHEET

CONSOLIDATED STATEMENT OF OPERATIONS

CONSOLIDATED STATEMENT OF CASH FLOWS

CONSOLIDATED STATEMENT OF SHAREOWNERS' EQUITY

CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)

NOTES TO CONSOLIDATED FINANCIAL STATEMENTS

Item 9. Changes in and Disagreements with Accountants on Accounting and Financial Disclosure

Item 9A. Controls and Procedures

Item 9B. Other Information

**PART III**

Item 10. Directors, Executive Officers and Corporate Governance

Item 11. Executive Compensation

Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters

Item 13. Certain Relationships and Related Transactions, and Director Independence

Item 14. Principal Accountant Fees and Services

**PART IV**

Item 15. Exhibits and Financial Statement Schedule

**SIGNATURES**

Exhibit 10-a-5

Exhibit 12

Exhibit 21

Exhibit 23

Exhibit 24

Exhibit 31.1

Exhibit 31.2

Exhibit 32.1

Exhibit 32.2

EX-101 INSTANCE DOCUMENT

EX-101 SCHEMA DOCUMENT

EX-101 CALCULATION LINKBASE DOCUMENT

EX-101 LABELS LINKBASE DOCUMENT

EX-101 PRESENTATION LINKBASE DOCUMENT

EX-101 DEFINITION LINKBASE DOCUMENT

**Table of Contents**

**PART I**

**FORWARD-LOOKING STATEMENTS**

This Annual Report contains statements (including certain projections and business trends) that are forward-looking statements as defined in the Private Securities Litigation Reform Act of 1995. Words such as believe, estimate, project, plan, expect, anticipate, will, intend and other similar expressions may identify forward-looking statements. Actual results may differ materially from those projected as a result of certain risks and uncertainties, many of which are beyond our control, including but not limited to:

- macroeconomic factors, including global and regional business conditions, the availability and cost of capital, the cyclical nature of our customers' capital spending, sovereign debt concerns and currency exchange rates;
- laws, regulations and governmental policies affecting our activities in the countries where we do business;
- the successful development of advanced technologies and demand for and market acceptance of new and existing products;
- the availability, effectiveness and security of our information technology systems;
- competitive product and pricing pressures;
- a disruption of our operations due to natural disasters, acts of war, strikes, terrorism, social unrest or other causes;
- intellectual property infringement claims by others and the ability to protect our intellectual property;
- our ability to successfully address claims by taxing authorities in the various jurisdictions where we do business;
- our ability to attract and retain qualified personnel;
- our ability to manage costs related to employee retirement and health care benefits;
- the uncertainties of litigation;
- a disruption of our distribution channels;
- the availability and price of components and materials;
- the successful execution of our cost productivity and globalization initiatives; and
- other risks and uncertainties, including but not limited to those detailed from time to time in our Securities and Exchange Commission (SEC) filings.

These forward-looking statements reflect our beliefs as of the date of filing this report. We undertake no obligation to update or revise any forward-looking statement, whether as a result of new information, future events or otherwise. See Item 1A. ***Risk Factors*** for more information.

**Table of Contents**

**Item 1. *Business***

**General**

Rockwell Automation, Inc. (the Company or Rockwell Automation) is a leading global provider of industrial automation power, control and information solutions that help manufacturers achieve a competitive advantage for their businesses. The Company continues the business founded as the Allen-Bradley Company in 1903. The privately-owned Allen-Bradley Company was a leading North American manufacturer of industrial automation equipment when the former Rockwell International Corporation (RIC) purchased it in 1985. Our products and services are designed to meet our customers' needs to reduce total cost of ownership, maximize asset utilization, improve time to market and reduce manufacturing business risk.

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

We divested our Dodge mechanical and Reliance Electric motors and motor repair services businesses in 2007. These were the principal businesses of our former Power Systems operating segment. The results of operations of these businesses are reported in income from discontinued operations in the Financial Statements for all periods presented. As used herein, the terms we, us, our, the Company or Rockwell Automation include subsidiaries and predecessors unless the context indicates otherwise. Information included in this Annual Report on Form 10-K refers to our continuing businesses unless otherwise indicated.

Whenever an Item of this Annual Report on Form 10-K refers to information in our Proxy Statement for our Annual Meeting of Shareowners to be held on February 7, 2012 (the 2012 Proxy Statement), or to information under specific captions in Item 7. ***Management's Discussion and Analysis of Financial Condition and Results of Operations*** (MD&A), or in Item 8. ***Financial Statements and Supplementary Data*** (the Financial Statements), the information is incorporated in that Item by reference. All date references to years and quarters refer to our fiscal year and quarters unless otherwise stated.

**Table of Contents**

**Operating Segments**

We have two operating segments: Architecture & Software and Control Products & Solutions. In 2011, our total sales were \$6.0 billion. Financial information with respect to our operating segments, including their contributions to sales and operating earnings for each of the three years in the period ended September 30, 2011, is contained under the caption **Results of Operations** in MD&A, and in Note 18 in the Financial Statements.

Our Architecture & Software operating segment is headquartered in Mayfield Heights, Ohio and Singapore, and our Control Products & Solutions operating segment is headquartered in Milwaukee, Wisconsin. Both operating segments conduct business globally. Products, solutions and services of both segments are marketed primarily under the Rockwell Automation®, Allen-Bradley®, A-B® and Rockwell Software® brand names. Major markets served by both segments include food and beverage, transportation, oil and gas, metals, mining, home and personal care, pulp and paper and life sciences.

***Architecture & Software***

Our Architecture & Software operating segment recorded sales of \$2.6 billion (43 percent of our total sales) in 2011. The Architecture & Software segment contains all of the hardware, software and communication components of our integrated control and information architecture capable of controlling the customer's industrial processes and connecting with their manufacturing enterprise. Architecture & Software has a broad portfolio of products, including:

Control platforms that perform multiple control disciplines and monitoring of applications, including discrete, batch and continuous process, drives control, motion control and machine safety control. Products include controllers, electronic operator interface devices, electronic input/output devices, communication and networking products and industrial computers. The information-enabled Logix controllers provide integrated multi-discipline control that is modular and scalable.

Software products that include configuration and visualization software used to operate and supervise control platforms, advanced process control software and manufacturing execution software (MES) that enables customers to improve manufacturing productivity and meet regulatory requirements.

Other products, including rotary and linear motion control products, sensors and machine safety components.

***Control Products & Solutions***

Our Control Products & Solutions operating segment recorded 2011 sales of \$3.4 billion (57 percent of our total sales). The Control Products & Solutions segment combines a comprehensive portfolio of intelligent motor control and industrial control products, application expertise and project management capabilities. This comprehensive portfolio includes:

Low and medium voltage electro-mechanical and electronic motor starters, motor and circuit protection devices, AC/DC variable frequency drives, push buttons, signaling devices, termination and protection devices, relays, timers and condition sensors.

Value-added solutions ranging from packaged solutions such as configured drives and motor control centers to automation and information solutions where we provide design, integration and start-up services for custom-engineered hardware and software systems primarily for manufacturing applications.

Services designed to help maximize a customer's automation investment and provide total life-cycle support, including multi-vendor customer technical support and repair, asset management, training and predictive and preventative maintenance.

**Table of Contents****Geographic Information**

In 2011, sales to customers in the United States accounted for 49 percent of our total sales. Outside the United States, we sell in every region. The largest sales outside of the United States on a country-of-destination basis are in Canada, China, Italy, the United Kingdom and Brazil. See Item 1A. **Risk Factors** for a discussion of risks associated with our operations outside of the United States. Sales and property information by major geographic area for each of the past three years is contained in Note 18 in the Financial Statements.

**Competition**

Depending on the product or service involved, our competitors range from large diversified corporations with business interests outside of industrial automation, to smaller companies that specialize in niche industrial automation products and services. Factors that influence our competitive position include the breadth of our product portfolio and scope of solutions, technology leadership, knowledge of customer applications, installed base, distribution network, quality of products and services, global presence and price. Our major competitors of both segments include Siemens AG, ABB Ltd, Honeywell International Inc., Schneider Electric SA and Emerson Electric Co.

**Distribution**

We sell our products, solutions and services through both independent distributors that typically do not carry products that compete with Allen-Bradley® products, and our direct sales force. In the United States, Canada and certain other countries, we sell primarily through the independent distributors in conjunction with our direct sales force. In the remaining countries, we sell through a combination of our direct sales force and to a lesser extent, through independent distributors. Approximately 70% of our global sales are through independent distributors. Sales to our largest distributor in 2011, 2010 and 2009 were approximately 10 percent of our total sales.

**Research and Development**

Our research and development spending for the years ended September 30, 2011, 2010 and 2009 was \$254.4 million, \$198.9 million, and \$170.0 million, respectively. Customer-sponsored research and development was not significant in 2011, 2010 or 2009.

**Employees**

At September 30, 2011 we had approximately 21,000 employees. Approximately 8,000 were employed in the United States.

**Raw Materials and Supplies**

We purchase a wide range of equipment, components, finished products and materials used in our business. The raw materials essential to the manufacture of our products generally are available at competitive prices. Although we have a broad base of suppliers and subcontractors, we depend upon the ability of our suppliers and subcontractors to meet performance and quality specifications and delivery schedules. See Item 1A. **Risk Factors** for a discussion of risks associated with our reliance on third party suppliers.

**Backlog**

Our total order backlog at September 30 was (in millions):

	2011	2010
Architecture & Software	\$ 160.3	\$ 140.6
Control Products & Solutions	1,016.8	921.0
	\$ 1,177.1	\$ 1,061.6

Backlog is not necessarily indicative of results of operations for future periods due to the short-cycle nature of most of our sales activities. Backlog orders scheduled for shipment beyond 2012 were approximately \$107.2 million as of September 30, 2011.

**Table of Contents**

**Environmental Protection Requirements**

Information about the effect of compliance with environmental protection requirements and resolution of environmental claims is contained in Note 17 in the Financial Statements and in Item 3. ***Legal Proceedings***.

**Patents, Licenses and Trademarks**

We own or license numerous patents and patent applications related to our products and operations. Various claims of patent infringement and requests for patent indemnification have been made to us. We believe that none of these claims or requests will have a material adverse effect on our financial condition. While in the aggregate our patents and licenses are important in the operation of our business, we do not believe that loss or termination of any one of them would materially affect our business or financial condition. See Item 1A. ***Risk Factors*** for a discussion of risks associated with our intellectual property.

The Company's name and its registered trademark Rockwell Automation and other trademarks such as Allen-Bradley®, A®B and PlantPAx Process Automation System™ are important to both of our business segments. In addition, we own other important trademarks that we use, such as ICS Triple™ for our control products and systems for industrial automation, and Rockwell Software® and FactoryTalk for our software offerings.

**Seasonality**

Our business segments are not subject to significant seasonality. However, the calendarization of our results can vary and may be affected by the seasonal spending patterns of our customers due to their annual budgeting processes and their working schedules.

**Available Information**

We maintain a website at <http://www.rockwellautomation.com>. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and amendments to such reports filed or furnished pursuant to Section 13(a) or 15(d) of the Securities Exchange Act of 1934 (the Exchange Act), as well as our annual report to shareowners and Section 16 reports on Forms 3, 4 and 5, are available free of charge on this site as soon as reasonably practicable after we file or furnish these reports with the SEC. All reports we file with the SEC are also available free of charge via EDGAR through the SEC's website at <http://www.sec.gov>. Our Guidelines on Corporate Governance and charters for our Board committees are also available on our website. The information contained on and linked from our website is not incorporated by reference into this Annual Report on Form 10-K.

## **Table of Contents**

### **Item 1A. Risk Factors**

In the ordinary course of our business, we face various strategic, operating, compliance and financial risks. These risks could have an impact on our business, financial condition, operating results and cash flows. Our most significant risks are set forth below and elsewhere in this Annual Report on Form 10-K.

Our Enterprise Risk Management (ERM) process seeks to identify and address significant risks. Our ERM process uses the integrated risk framework of the Committee of Sponsoring Organizations (COSO) to assess, manage, and monitor risks. We believe that risk-taking is an inherent aspect of the pursuit of our growth and performance strategy. Our goal is to manage risks prudently rather than avoiding risks. We can mitigate risks and their impact on the company only to a limited extent.

A team of senior executives prioritizes identified risks and assigns an executive to address each major identified risk area and lead action plans to manage risks. Our Board of Directors provides oversight of the ERM process and reviews significant identified risks. The Audit Committee also reviews significant financial risk exposures and the steps management has taken to monitor and manage them. Our other Board committees also play a role in risk management, as set forth in their respective charters.

Our goal is to proactively manage risks in a structured approach in conjunction with strategic planning, with the intent to preserve and enhance shareowner value. However, the risks set forth below and elsewhere in this Annual Report on Form 10-K and other risks and uncertainties could cause our results to vary materially from recent results or from our anticipated future results and could adversely affect our business and financial condition.

#### ***Adverse changes in business or industry conditions and volatility and disruption of the capital and credit markets may result in decreases in our revenues and profitability.***

We are subject to macroeconomic cycles and when recessions occur, we may experience reduced orders, payment delays, supply chain disruptions or other factors as a result of the economic challenges faced by our customers, prospective customers and suppliers.

Demand for our products is sensitive to changes in levels of industrial production and the financial performance of major industries that we serve. As economic activity slows, credit markets tighten, or sovereign debt concerns linger, companies tend to reduce their levels of capital spending, which could result in decreased demand for our products.

Our ability to access the credit markets, and the related costs of these borrowings, is affected by the strength of our credit rating and current market conditions. If our access to credit, including the commercial paper market, is adversely affected by a change in market conditions or otherwise, our cost of borrowings may increase or our ability to fund operations may be reduced.

#### ***We generate a substantial portion of our revenues from international sales and are subject to the risks of doing business in many countries.***

Approximately 51 percent of our revenues in 2011 were outside of the U.S. Future growth rates and success of our business depend in large part on growth in our international sales. Numerous risks and uncertainties affect our international operations. These risks and uncertainties include increased financial, legal and operating risks, such as political and economic instability, compliance with existing and future laws, regulations and policies, including those related to tariffs, investments, taxation, trade controls, employment regulations and repatriation of earnings, and enforcement of contract and intellectual property rights. In addition, we are affected by changes in foreign currency exchange rates, inflation rates and interest rates.

#### ***New legislative and regulatory actions could adversely affect our business.***

Legislative and regulatory action may be taken in the various countries and other jurisdictions where we operate that may affect our business activities in these countries or may otherwise increase our costs to do business. For example, we are increasingly required to comply with various environmental and other material, product, certification, labeling and customer requirements. These requirements could increase our costs and could potentially have an adverse effect on our ability to ship our products into certain jurisdictions.

## **Table of Contents**

### ***An inability to respond to changes in customer preferences could result in decreased demand for our products.***

Our success depends in part on our ability to anticipate and offer products that appeal to the changing needs and preferences of our customers in the various markets we serve. Developing new products requires high levels of innovation and the development process is often lengthy and costly. If we are not able to anticipate, identify, develop and market products that respond to changes in customer preferences, demand for our products could decline.

### ***Failures or security breaches of our products or information technology systems could have an adverse effect on our business.***

We rely heavily on information technology (IT) both in our products, solutions and services for customers and in our enterprise IT infrastructure in order to achieve our business objectives. Government agencies and security experts have warned about growing risks of hackers, cyber-criminals and other attacks targeting every type of IT system including industrial control systems such as those we sell and serve and corporate enterprise IT systems.

Our portfolio of hardware and software products, solutions and services and our enterprise IT systems may be vulnerable to damage or intrusion from a variety of attacks including computer viruses, worms or other malicious software programs that access them. These attacks have sometimes been successful.

Despite the precautions we take, an intrusion or infection of software, hardware or a system that we sold or serviced could result in the disruption of our customers' business, loss of proprietary or confidential information, or injuries to people or property. Similarly, an attack on our enterprise IT system could result in theft or disclosure of trade secrets or other intellectual property or a breach of confidential customer or employee information. Any such events could have an adverse impact on revenue, harm our reputation, cause us to incur legal liability and cause us to incur increased costs to address such events and related security concerns.

We are implementing a global Enterprise Resource Planning (ERP) system that is resulting in redesigned processes, organization structures and a common information system. Significant roll-outs of the system occurred at our U.S. locations and certain non-U.S. locations in 2007 to 2011, and are scheduled to continue at additional locations in 2012 and beyond. As we continue to implement new systems, they may not perform as expected. This could have an adverse effect on our business.

### ***There are inherent risks in our solutions businesses.***

Risks inherent in the sale of solutions include assuming greater responsibility for project completion and success, defining and controlling contract scope, efficiently executing projects, and managing the quality of our subcontractors. If we are unable to manage and mitigate these risks, our results of operations could be adversely affected.

### ***Our industry is highly competitive.***

We face strong competition in all of our market segments in several significant respects. We compete based on breadth and scope of our product portfolio and solution and service offerings, technology differentiation, product performance, quality of our products and services, knowledge of integrated systems and applications that address our customers' business challenges, pricing, delivery and customer service. The relative importance of these factors differs across the markets and product areas that we serve. We seek to maintain acceptable pricing levels by continually developing advanced technologies for new products and product enhancements and offering complete solutions for our customers' business problems. If we fail to keep pace with technological changes or to provide high quality products and services, we may experience price erosion, lower revenues and margins. We expect the level of competition to remain high in the future, which could limit our ability to maintain or increase our market share or profitability.

### ***We face the potential harms of natural disasters, terrorism, acts of war, international conflicts or other disruptions to our operations.***

Natural disasters, acts or threats of war or terrorism, international conflicts, political instability and the actions taken by governments could cause damage to or disrupt our business operations, our suppliers or our customers, and could create economic instability. Although it is not possible to predict such events or their consequences, these events could decrease demand for our products or make it difficult or impossible for us to deliver products.



## **Table of Contents**

### ***Intellectual property infringement claims of others and the inability to protect our intellectual property rights could harm our business and our customers.***

Others may assert intellectual property infringement claims against us or our customers. We frequently provide a limited intellectual property indemnity in connection with our terms and conditions of sale to our customers and in other types of contracts with third parties. Indemnification payments and legal costs to defend claims could be costly. In addition, we own the rights to many patents, trademarks, brand names and trade names that are important to our business. The inability to enforce our intellectual property rights may have an adverse effect on our results of operations. Expenses related to enforcing our intellectual property rights could be significant.

### ***We must successfully defend any claims from taxing authorities to avoid an adverse effect on our tax expense and financial position.***

We conduct business in many countries, which requires us to interpret the income tax laws and rulings in each of those taxing jurisdictions. Due to the ambiguity of tax laws among those jurisdictions as well as the subjectivity of factual interpretations, our estimates of income tax liabilities may differ from actual payments or assessments. Claims by taxing authorities related to these differences could have an adverse impact on our operating results and financial position.

### ***Our business success depends on attracting and retaining qualified personnel while appropriately managing costs related to employee benefits.***

Our success depends in part on the efforts and abilities of our management team and key employees. Their skills, experience and industry knowledge significantly benefit our operations and performance. One important aspect of attracting and retaining qualified personnel is continuing to offer competitive employee retirement and health care benefits.

The amount of expenses we record for our defined benefit pension plans depends on factors such as changes in market interest rates and the value of plan assets. Significant decreases in market interest rates or the value of plan assets would increase our expenses. Expenses related to employer-funded health care benefits continue to increase as well. Increasing employee benefit costs or the failure to attract and retain members of our management team and key employees could have a negative effect on our operating results and financial condition.

### ***Potential liabilities and costs from litigation (including asbestos claims and environmental remediation) could reduce our profitability.***

Various lawsuits, claims and proceedings have been or may be asserted against us relating to the conduct of our business, including those pertaining to product liability, safety and health, employment, contract matters and environmental remediation.

We have been named as a defendant in lawsuits alleging personal injury as a result of exposure to asbestos that was used in certain of our products many years ago. Our products may also be used in hazardous industrial activities, which could result in product liability claims. The uncertainties of litigation (including asbestos claims) and the uncertainties related to the collection of insurance coverage make it difficult to predict the ultimate resolution.

Our operations are subject to regulation by various environmental regulatory authorities concerned with the impact of the environment on human health, the limitation and control of emissions and discharges into the air, ground and waters, the quality of air and bodies of water, and the handling, use and disposal of specified substances. Environmental laws and regulations can be complex and may change. Our financial responsibility to clean up contaminated property or for natural resource damages may extend to previously owned or used properties, waterways and properties owned by unrelated companies or individuals, as well as properties that we currently own and use, regardless of whether the contamination is attributable to prior owners. We have been named as a potentially responsible party at cleanup sites and may be so named in the future, and the costs associated with these current and future sites may be significant.

We have, from time to time, divested certain of our businesses. In connection with these divestitures, certain lawsuits, claims and proceedings may be instituted or asserted against us related to the period that we owned the businesses, either because we agreed to retain certain liabilities related to these periods or because such liabilities fall upon us by operation of law. In some instances, the divested business has assumed the liabilities; however, it is possible that we might be responsible to satisfy those liabilities if the divested business is unable to do so.



## **Table of Contents**

### ***A disruption to our distribution channel could reduce our revenues.***

In the United States and Canada, approximately 90 percent of our sales are through distributors. In certain other countries, the majority of our sales are also through a limited number of distributors. While we maintain the right to appoint new distributors, any unplanned disruption to our existing distribution channel could adversely affect our revenues. A disruption could result from the sale of a distributor to a competitor, financial instability of a distributor, or other events.

### ***We rely on vendors to supply equipment and components, which creates certain risks and uncertainties that may adversely affect our business.***

Our business requires that we buy equipment and components, including finished products, which may include computer chips and commodities such as copper, aluminum and steel. Our reliance on suppliers of these items involves certain risks, including:

- poor quality can adversely affect the reliability and reputation of our products;
- the cost of these purchases may change due to inflation, exchange rates, commodity market volatility or other factors;
- we may not be able to recover any increase in costs for these purchases through price increases to our customers; and
- a shortage of components, commodities or other materials could adversely affect our manufacturing efficiencies and ability to make timely delivery.

Any of these uncertainties could adversely affect our profitability and ability to compete. We also maintain several single-source supplier relationships, because either alternative sources are not available or the relationship is advantageous due to performance, quality, support, delivery, capacity, or price considerations. Unavailability or delivery delays of single-source components or products could adversely affect our ability to ship the related products in a timely manner. The effect of unavailability or delivery delays would be more severe if associated with our higher volume and more profitable products. Even where substitute sources of supply are available, qualifying the alternate suppliers and establishing reliable supplies could cost more or could result in delays and a loss of revenues.

### ***Our competitiveness depends on successfully executing our globalization and cost productivity initiatives.***

Our globalization strategy includes localization of our products and services to be closer to our customers and identified growth opportunities. Localization of our products and services includes expanding our capabilities, including supply chain and sourcing activities, product design, manufacturing, engineering, marketing and sales and support. These activities expose us to risks, including those related to political and economic uncertainties, transportation delays, labor market disruptions, and challenges to protect our intellectual property. In addition, we continue to invest in initiatives to reduce our cost structure. The failure to achieve our objectives on these initiatives could have an adverse effect on our operating results and financial condition.

### ***Risks associated with acquisitions could have an adverse effect on us.***

We have acquired, and will continue to acquire, businesses in an effort to enhance shareowner value. Acquisitions involve risks and uncertainties, including:

- difficulties in integrating the acquired business, retaining the acquired business customers, and achieving the expected benefits of the acquisition, such as revenue increases, access to technologies, cost savings and increases in geographic or product presence, in the desired time frames;
- loss of key employees of the acquired business;
- difficulties implementing and maintaining consistent standards, controls, procedures, policies and information systems; and
- diversion of management's attention from other business concerns.

Future acquisitions could result in debt, dilution, liabilities, increased interest expense, restructuring charges and amortization expenses related to intangible assets.

**Table of Contents****Item 1B. *Unresolved Staff Comments***

None.

**Item 2. *Properties***

We operate manufacturing facilities in the United States and multiple foreign countries. Manufacturing space occupied approximately 3.3 million square feet, of which 39 percent was in the United States and Canada. Our world headquarters are located in Milwaukee, Wisconsin in a facility that we own. We lease the remaining facilities noted below. Most of our facilities are shared by operations in both segments and may be used for multiple purposes such as administrative, manufacturing, warehousing and / or distribution.

The following table sets forth information regarding our headquarter locations as of September 30, 2011.

<b>Location</b>	<b>Headquarters</b>
Milwaukee, Wisconsin, United States	Global and Control Products & Solutions
Mayfield Heights, Ohio, United States	Architecture & Software
Singapore	Architecture & Software
Cambridge, Ontario, Canada	Canada
Diegem, Belgium	Europe, Middle East and Africa
Hong Kong	Asia-Pacific
Weston, Florida, United States	Latin America

The following table sets forth information regarding our principal manufacturing locations as of September 30, 2011.

<b>Location</b>	<b>Manufacturing Square Footage</b>
Monterrey Guadalupe, Mexico	637,000
Aarau, Switzerland	284,000
Twinsburg, Ohio, United States	257,000
Mequon, Wisconsin, United States	240,000
Cambridge, Ontario, Canada	216,000
Maldon, United Kingdom	185,000
Singapore	146,000
Shanghai, China	141,000
Tecate, Mexico	135,000
Shirley, New York, United States	126,000
Ladysmith, Wisconsin, United States	124,000
Richland Center, Wisconsin, United States	124,000
Katowice, Poland	95,000

There are no major encumbrances (other than financing arrangements, which in the aggregate are not significant) on any of our plants or equipment. In our opinion, our properties have been well maintained, are in sound operating condition and contain all equipment and facilities necessary to operate at present levels.

**Table of Contents**

**Item 3. Legal Proceedings.**

**McGregor, Texas NWIRP Facility Environmental Claim.** RIC operated the Naval Weapons Industrial Reserve Plant (NWIRP) in McGregor, Texas from 1958 through 1978 for the United States Navy. Incident to Boeing's acquisition of RIC in 1996, we agreed to indemnify RIC and Boeing for any liability arising out of RIC's activities at the NWIRP to the extent such liability is not assumed or indemnified by the U.S. government.

On December 3, 2007, the United States Department of Justice (DOJ) notified RIC that the United States Navy was seeking to recover environmental cleanup costs incurred at the NWIRP. The DOJ asserted that it has incurred more than \$50 million (excluding interest, attorneys' fees and other indirect costs) in environmental cleanup costs at the NWIRP, and it believes that it may have a potential cause of action against RIC and other former contractors at the NWIRP for recovery of those costs. In June 2011, RIC and one other former contractor at the NWIRP reached a settlement with the DOJ and the United States Navy to resolve all claims in exchange for payment of \$14 million. RIC will be responsible for half of the settlement amount. The parties negotiated the terms of a Consent Decree that was reviewed and approved by the DOJ. The Consent Decree was submitted to the District Court and once approved will completely resolve this claim.

**Asbestos.** We (including our subsidiaries) have been named as a defendant in lawsuits alleging personal injury as a result of exposure to asbestos that was used in certain components of our products many years ago. Currently there are a few thousand claimants in lawsuits that name us as defendants, together with hundreds of other companies. In some cases, the claims involve products from divested businesses, and we are indemnified for most of the costs. However, we have agreed to defend and indemnify asbestos claims associated with products manufactured or sold by our Dodge mechanical and Reliance Electric motors and motor repair services businesses prior to their divestiture by us, which occurred on January 31, 2007. We also are responsible for half of the costs and liabilities associated with asbestos cases against RIC's divested measurement and flow control business. But in all cases, for those claimants who do show that they worked with our products or products of divested businesses for which we are responsible, we nevertheless believe we have meritorious defenses, in substantial part due to the integrity of the products, the encapsulated nature of any asbestos-containing components, and the lack of any impairing medical condition on the part of many claimants. We defend those cases vigorously. Historically, we have been dismissed from the vast majority of these claims with no payment to claimants.

We have maintained insurance coverage that we believe covers indemnity and defense costs, over and above self-insured retentions, for claims arising from our former Allen-Bradley subsidiary. Following litigation against Nationwide Indemnity Company (Nationwide) and Kemper Insurance (Kemper), the insurance carriers that provided liability insurance coverage to Allen-Bradley, we entered into separate agreements on April 1, 2008 with both insurance carriers to further resolve responsibility for ongoing and future coverage of Allen-Bradley asbestos claims. In exchange for a lump sum payment, Kemper bought out its remaining liability and has been released from further insurance obligations to Allen-Bradley. Nationwide entered into a cost share agreement with us to pay the substantial majority of future defense and indemnity costs for Allen-Bradley asbestos claims. We believe this arrangement will continue to provide coverage for Allen-Bradley asbestos claims throughout the remaining life of the asbestos liability. The uncertainties of asbestos claim litigation make it difficult to predict accurately the ultimate outcome of asbestos claims. That uncertainty is increased by the possibility of adverse rulings or new legislation affecting asbestos claim litigation or the settlement process. Subject to these uncertainties and based on our experience defending asbestos claims, we do not believe these lawsuits will have a material adverse effect on our financial condition.

**Other.** Various other lawsuits, claims and proceedings have been or may be instituted or asserted against us relating to the conduct of our business, including those pertaining to product liability, environmental, safety and health, intellectual property, employment and contract matters. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, we believe the disposition of matters that are pending or have been asserted will not have a material adverse effect on our business or financial condition.



**Table of Contents****Item 4A. Executive Officers of the Company**

The name, age, office and position held with the Company and principal occupations and employment during the past five years of each of the executive officers of the Company as of October 31, 2011 are:

<b>Name, Office and Position, and Principal Occupations and Employment</b>	<b>Age</b>
<b>Keith D. Nosbusch</b> Chairman of the Board and President and Chief Executive Officer	60
<b>Sujeet Chand</b> Senior Vice President and Chief Technology Officer	53
<b>Kent G. Coppins</b> Vice President and General Tax Counsel	58
<b>Theodore D. Crandall</b> Senior Vice President and Chief Financial Officer since October 2007; Interim Chief Financial Officer from April 2007 to October 2007; Senior Vice President previously	56
<b>David M. Dorgan</b> Vice President and Controller	47
<b>Steven A. Eisenbrown</b> Senior Vice President	58
<b>Steven W. Etzel</b> Vice President and Treasurer since November 2007; Assistant Treasurer from November 2006 to November 2007; Director, Finance previously	51
<b>Douglas M. Hagerman</b> Senior Vice President, General Counsel and Secretary	50
<b>Frank C. Kulaszewicz</b> Senior Vice President since April 2011; Vice President and General Manager, Control and Visualization Business from October 2007 to April 2011; Business Manager, Global Drive Systems previously	47
<b>John P. McDermott</b> Senior Vice President	53
<b>John M. Miller</b> Vice President and Chief Intellectual Property Counsel	44
<b>Blake D. Moret</b> Senior Vice President since April 2011; Vice President and General Manager, Customer Support and Maintenance from November 2007 until March 2011; Director, Marketing previously	48
<b>Rondi Rohr-Dralle</b> Vice President, Investor Relations and Corporate Development since February 2009; Vice President, Corporate Development previously	55
<b>Robert A. Ruff</b> Senior Vice President	63
<b>Susan J. Schmitt</b> Senior Vice President, Human Resources since July 2007; Director, Human Resources United Kingdom and European Functions, Kellogg Company (producer of cereal and convenience foods) previously	48
<b>A. Lawrence Stuever</b> Vice President and General Auditor	59
<b>Martin Thomas</b> Senior Vice President, Operations and Engineering Services since February 2007; Vice President, Operations and Engineering Services previously	53
There are no family relationships, as defined by applicable SEC rules, between any of the above executive officers and any other executive officer or director of the Company. No officer of the Company was selected pursuant to any arrangement or understanding between the officer and any person other than the Company. All executive officers are elected annually.	

**Table of Contents****PART II****Item 5. *Market for the Company's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities***

Our common stock is listed on the New York Stock Exchange and trades under the symbol ROK. On October 31, 2011 there were 23,882 shareowners of record of our common stock.

The following table sets forth the high and low sales price of our common stock on the New York Stock Exchange-Composite Transactions reporting system during each quarter of our fiscal years ended September 30, 2011 and 2010:

Fiscal Quarters	2011		2010	
	High	Low	High	Low
First	\$ 72.75	\$ 60.08	\$ 49.25	\$ 39.39
Second	94.88	71.79	57.00	45.72
Third	98.19	76.71	63.90	48.63
Fourth	89.79	50.36	63.27	47.79

We declare and pay dividends at the sole discretion of our Board of Directors. During 2011 we declared and paid aggregate cash dividends of \$1.475 per common share. We increased our quarterly dividend per common share 21 percent to 42.5 cents per common share effective with the dividend payable in September 2011 (\$1.70 per common share annually). During 2010 we declared and paid aggregate cash dividends of \$1.22 per common share.

The table below sets forth information with respect to purchases made by or on behalf of us of shares of our common stock during the three months ended September 30, 2011:

Period	Total Number of Shares Purchased	Average Price Paid Per Share <sup>(1)</sup>	Total Number of Shares Purchased as Part of Publicly Announced Plans or Programs		Maximum Approx. Dollar Value of Shares that may yet be Purchased Under the Plans or Programs <sup>(2)</sup>
July 1 31, 2011	60,000	\$ 74.33	60,000	\$	275,184,146
August 1 31, 2011	630,291	61.15	630,291		236,642,117
September 1 30, 2011	611,319	56.68	611,319		201,993,451
Total	1,301,610	59.66	1,301,610		

(1) Average price paid per share includes brokerage commissions.

(2) On November 7, 2007, our Board of Directors approved a \$1.0 billion share repurchase program. Our repurchase program allows management to repurchase shares at its discretion. However, during quarter-end quiet periods, defined as the period of time from quarter-end until two days following the filing of our quarterly earnings results with the SEC on Form 8-K, shares are repurchased at our broker's discretion pursuant to a share repurchase plan subject to price and volume parameters.



**Table of Contents****Item 6. Selected Financial Data**

The following table sets forth selected consolidated financial data of our continuing operations. The data should be read in conjunction with MD&A and the Financial Statements. The consolidated statement of operations data for each of the following five years ended September 30, the related consolidated balance sheet data and other data have been derived from our audited consolidated financial statements.

	Year Ended September 30,				
	2011	2010	2009(a)	2008(b)	2007(c)
	(in millions, except per share data)				
<b>Consolidated Statement of Operations Data:</b>					
Sales	\$ 6,000.4	\$ 4,857.0	\$ 4,332.5	\$ 5,697.8	\$ 5,003.9
Interest expense	59.5	60.5	60.9	68.2	63.4
Income from continuing operations	697.1	440.4	217.9	577.6	569.3
Earnings per share from continuing operations:					
Basic	4.88	3.09	1.54	3.94	3.58
Diluted	4.79	3.05	1.53	3.89	3.53
Cash dividends per share	1.475	1.22	1.16	1.16	1.16
<b>Consolidated Balance Sheet Data:</b> (at end of period)					
Total assets	\$ 5,284.9	\$ 4,748.3	\$ 4,305.7	\$ 4,593.6	\$ 4,545.8
Short-term debt and current portion of long-term debt				100.1	521.4
Long-term debt	905.0	904.9	904.7	904.4	405.7
Shareowners equity	1,748.0	1,460.4	1,316.4	1,688.8	1,742.8
<b>Other Data:</b>					
Capital expenditures	\$ 120.1	\$ 99.4	\$ 98.0	\$ 151.0	\$ 131.0
Depreciation	96.5	95.7	101.7	101.3	93.5
Intangible asset amortization	34.8	31.6	32.4	35.2	24.4

- (a) Includes costs of \$60.4 (\$41.8 million after tax, or \$0.29 per diluted share) related to restructuring actions designed to better align our cost structure with current economic conditions. See Note 14 in the Financial Statements for more information.
- (b) Includes net costs of \$46.7 million (\$30.4 million after tax, or \$0.21 per diluted share) primarily related to restructuring actions designed to better align resources with growth opportunities and to reduce costs as a result of current and anticipated market conditions. See Note 14 in the Financial Statements for more information.
- (c) Includes costs of \$43.5 million (\$27.7 million after tax, or \$0.17 per diluted share) related to various restructuring activities designed to execute on our cost productivity initiatives and to advance our globalization strategy. See Note 14 in the Financial Statements for more information.



**Table of Contents**

**Item 7. *Management's Discussion and Analysis of Financial Condition and Results of Operations***

**Results of Operations**

***Non-GAAP Measures***

The following discussion includes organic sales and free cash flow, which are non-GAAP measures. See **Supplemental Sales Information** for a reconciliation of reported sales to organic sales and a discussion of why we believe this non-GAAP measure is useful to investors. See **Financial Condition** for a reconciliation of cash flows from operating activities to free cash flow and a discussion of why we believe this non-GAAP measure is useful to investors.

***Overview***

We are a leading global provider of industrial automation power, control and information solutions that help manufacturers achieve a competitive advantage for their businesses. Overall demand for our products and services is driven by:

- investments in manufacturing, including upgrades, modifications and expansions of existing facilities or production lines, and the creation of new facilities or production lines;
- our customers' needs for productivity and cost reduction, sustainable production (cleaner, safer and more energy efficient), quality assurance and overall global competitiveness;
- industry factors that include our customers' new product introductions, demand for our customers' products or services, and the regulatory and competitive environments in which our customers operate;
- levels of global industrial production and capacity utilization;
- regional factors that include local political, social, regulatory and economic circumstances;
- the seasonal spending patterns of our customers due to their annual budgeting processes and their working schedule; and
- investments in basic materials production capacity, partly in response to higher commodity pricing.

***Long-term Strategy***

Our vision of being the most valued global provider of innovative industrial automation and information products, services and solutions is supported by our growth and performance strategy, which seeks to:

- achieve growth rates in excess of the automation market by expanding our served market and strengthening our technology and customer-facing differentiation;
- diversify our revenue streams by increasing our capabilities in new applications, broadening our solutions and service capabilities, advancing our global presence and serving a wider range of industries;
- grow market share by gaining new customers and by capturing a larger share of our Original Equipment Manufacturer machine builders (OEMs) and end user customers' spending;
- enhance our market access by building our channel capability and partner network;
- make acquisitions that serve as catalysts to organic growth by adding complementary technology, expanding our served market, increasing our domain expertise or continuing our geographic diversification;
- deploy human and financial resources to strengthen our technology leadership and our intellectual capital business model; and
- continuously improve quality and customer experience, drive 3-4 percent annual cost productivity, and optimize end-to-end business processes.

By implementing the strategy above, we seek to achieve our long-term financial goals that include revenue growth of 6-8 percent, double-digit EPS growth and 60 percent of our revenue outside the U.S.

## **Table of Contents**

Our customers face the challenge of remaining globally cost competitive and automation can help them achieve their productivity and sustainability objectives. In addition, increasingly complex and volatile customer demand patterns drive the need for flexible manufacturing. Our value proposition is to help our customers reduce time to market, lower total cost of ownership, increase asset utilization and reduce business risks.

### *Differentiation through Technology and Domain Expertise*

We seek a technology leadership position in all facets of industrial automation. We believe our core technologies are the foundation for long-term sustainable growth.

Our integrated control and information architecture, with Logix at its core, is capable of safely and efficiently controlling industrial processes while connecting the plant floor to the enterprise systems and the external supply chain. This architecture is an important differentiator and the anchor of our comprehensive automation offering. We complement the scalable Logix platform with additional control solutions suited for less complex machine applications. Investments in these technologies have expanded our served market beyond discrete control into process, safety and plant-wide information.

We believe that process automation is the largest growth opportunity for our company. Our Logix architecture enables us to compete effectively with traditional Distributed Control Systems (DCS) providers for many process applications. We have one of the most comprehensive safety offerings in the industry, including both machine and process safety products and solutions. We see significant potential in the growing safety market. We successfully integrated safety into the Logix platform with our launch of GuardLogix® safety controllers. Our safety products are designed to bring a dual benefit to our customers: a safe environment for their employees and productivity in their operations.

Through internal investment and acquisitions, we have expanded our software and communication capabilities, both of which are critical components of our integrated architecture and key to optimizing processes and assets while integrating the plant floor, the enterprise business system and the supply chain.

Our broad power and motor control offering is one of our core competencies. Many of our motor control products are intelligent and configurable and can be integrated seamlessly with the Logix architecture. These products enhance the availability, efficiency and safe operation of our customers' critical and most energy-intensive plant assets.

We augment our product portfolio with solutions and service offerings. We have expanded our portfolio of repeatable solutions, which enables us to gain efficiency, drive innovation and improve the global deployment of our solutions to our customers. The combination of our leading technologies with the industry-specific domain expertise of our people enables us to solve many of our customers' manufacturing challenges.

### *Global Expansion*

As the manufacturing world continues to expand, we must be able to meet our customers' needs in emerging markets. We expect to continue to add solutions and services personnel and expand our sales force in emerging markets over the long term. We currently have approximately 60 percent of our employees outside the U.S., and 51 percent of our revenues outside of the U.S.

As we expand in markets with considerable growth potential and shift our global footprint, we expect to continue to broaden the portfolio of products, solutions and services that we provide to our customers in these regions. We have made significant investments to globalize our manufacturing, product development and customer facing resources in order to be closer to our customers throughout the world. Growth in the emerging markets of Asia-Pacific, including China and India, Latin America, central and eastern Europe and Africa is projected to exceed global Gross Domestic Product (GDP) growth rates, due to higher levels of infrastructure investment and the growing impact of consumer spending in these markets. We believe that increased demand for consumer products in these markets will lead to manufacturing investment and provide us with additional growth opportunities in the future.

### *Enhanced Market Access*

OEMs represent another growth opportunity. The OEM market is large and we have an opportunity to increase market share, particularly outside of North America. To remain competitive, OEMs need to continually improve their costs and machine performance and reduce their time to market. Our modular and scalable Logix offering, particularly when combined with motion and safety, can assist OEMs in addressing these business needs. We also continue to expand our portfolio for less complex OEM machines, which helps to expand our addressed market, especially in emerging economies.



## **Table of Contents**

We have developed a powerful network of channel partners, technology partners and commercial partners that act as amplifiers to our internal capabilities and enable us to serve our customers' needs around the world.

### *Broad Range of Industries Served*

We apply our knowledge of manufacturing applications to help customers solve their business challenges. We serve customers in a wide range of industries, including consumer products, resource-based and transportation.

Our consumer products customers are engaged in the food and beverage, home and personal care and life sciences industries. These customers' needs include new capacity, incremental capacity from existing facilities, an increasingly flexible manufacturing environment and regulatory compliance. These customers operate in an environment where product innovation and time to market are critical factors.

We serve customers in resource-based industries, including oil and gas, mining, aggregates, cement, metals, pulp and paper and water/wastewater. Companies in these industries typically invest when commodity prices are relatively high and global demand for basic materials is increasing.

In the transportation industry, factors such as geographic expansion, investment in new model introductions and more flexible manufacturing technologies influence customers' automation investment decisions. Our sales in transportation are primarily to automotive and tire manufacturers.

### *Outsourcing and Sustainability Trends*

Demand for our products, solutions and services across all industries benefits from the outsourcing and sustainability needs of our customers. Customers increasingly desire to outsource engineering services to achieve a more flexible cost base. Our manufacturing application knowledge enables us to serve these customers globally.

We help our customers meet their sustainability needs pertaining to energy efficiency, environmental and safety goals. Higher energy prices have historically caused customers across all industries to invest in more energy-efficient manufacturing processes and technologies, such as intelligent motor control and energy efficient solutions and services. In addition, environmental and safety objectives often spur customers to invest to ensure compliance and implement sustainable business practices.

### *Acquisitions*

Our acquisition strategy focuses on products, solutions or services that will be catalytic to the organic growth of our core offerings. In May 2011, we purchased a majority stake in the equity of Lektronix Limited and its affiliate (Lektronix), an independent industrial automation repairs and service provider in Europe and Asia. In April 2011, we acquired certain assets and assumed certain liabilities of Hiprom (Pty) Ltd and its affiliates (Hiprom), a process control and automation systems integrator for the mining and mineral processing industry in South Africa. In March 2009, we bought a majority of the assets and assumed certain liabilities of the automation business of Rutter Hinz Inc., which expanded our business in Canada and in the oil and gas and other resource-based industries. In January 2009, we bought the assets and assumed certain liabilities of Xi'an Hengsheng Science & Technology Limited. This acquisition advanced our globalization strategy and strengthened our ability to deliver project management and engineering solutions primarily to our customers in China.

We believe the acquired companies will help us expand our market share and deliver value to our customers.

### *Continuous Improvement*

Productivity and continuous improvement are important components of our culture. We have programs in place that drive ongoing process improvement, functional streamlining, material cost savings and manufacturing productivity. We are in the process of developing and implementing common global processes and an enterprise-wide information system. These are intended to improve profitability that can be used to fund investment in growth and technology and to offset inflation. Our ongoing productivity initiatives target both cost reduction and improved asset utilization. Charges for workforce reductions and facility rationalization may be required in order to effectively execute our productivity programs.

**Table of Contents*****U. S. Industrial Economic Trends***

In 2011, sales to U.S. customers accounted for 49 percent of our total sales. The various indicators we use to gauge the direction and momentum of our U.S. served markets include:

The Industrial Production Index (Total Index), published by the Federal Reserve, which measures the real output of manufacturing, mining, and electric and gas utilities. The Industrial Production Index is expressed as a percentage of real output in a base year, currently 2007. Historically there has been a meaningful correlation between the Industrial Production Index and the level of automation investment made by our U.S. customers in their manufacturing base.

The Manufacturing Purchasing Managers Index (PMI), published by the Institute for Supply Management (ISM), which is an indication of the current and near-term state of manufacturing activity in the U.S.

According to the ISM, a PMI measure above 50 indicates that the U.S. manufacturing economy is generally expanding while a measure below 50 indicates that it is generally contracting.

Industrial Equipment Spending, which is an economic statistic compiled by the Bureau of Economic Analysis (BEA). This statistic provides insight into spending trends in the broad U.S. industrial economy. This measure over the longer term has proven to demonstrate a reasonable correlation with our domestic growth.

Capacity Utilization (Total Industry), which is an indication of plant operating activity published by the Federal Reserve. Historically there has been a meaningful correlation between Capacity Utilization and levels of U.S. industrial production.

The table below depicts the trends in these indicators from fiscal 2009 to 2011. Industrial production and capacity utilization have continued to increase. The PMI was lower than the preceding quarter, but continued to indicate expansion of manufacturing activity. These indicators are among the factors that lead us to be cautiously optimistic about a continued recovery with slower and potentially more uneven growth.

	Industrial Production Index	PMI	Industrial Equipment Spending (in billions)	Capacity Utilization (percent)
Fiscal 2011				
Quarter ended:				
September 2011	94.1	51.6	\$ 201.8	77.4
June 2011	92.9	55.3	186.5	76.6
March 2011	92.8	61.2	185.0	76.8
December 2010	91.7	58.5	178.0	76.1
Fiscal 2010				
Quarter ended:				
September 2010	91.0	55.3	172.9	75.5
June 2010	89.5	55.3	169.1	74.0
March 2010	88.0	60.4	154.5	72.3
December 2009	86.3	56.4	153.6	70.3
Fiscal 2009				
Quarter ended:				
September 2009	85.2	53.2	153.2	68.9
June 2009	84.1	44.7	155.2	67.7
March 2009	86.7	36.6	162.6	69.7
December 2008	92.6	33.3	189.2	73.6

*Note: Economic indicators are subject to revisions by the issuing organizations.*



**Table of Contents**

***Non-U.S. Regional Trends***

In 2011, sales to non-U.S. customers accounted for 51 percent of our total sales. These customers include both indigenous companies and multinational companies with expanding global presence. In addition to the global factors previously mentioned, international demand, particularly in emerging markets, has historically been driven by the strength of the industrial economy in each region, investments in infrastructure and expanding consumer markets.

We use changes in GDP as one indicator of the growth opportunities in each region where we do business. Growth in emerging markets continues to exceed global GDP growth rates, but has moderated during fiscal 2011. In Europe, sovereign debt concerns have put downward pressure on industrial growth. While these trends indicate slower growth than recently experienced, overall macroeconomic trends and forecasts make us cautiously optimistic that the global recovery will continue into fiscal 2012.

**Table of Contents**

***Summary of Results of Operations***

Sales in fiscal 2011 increased 24 percent compared to 2010. We continued to execute our key initiatives well, which contributed to our positive performance:

Sales in emerging markets increased 31 percent as compared to 2010. Organic sales in emerging markets increased 24 percent year over year as the effects of currency translation and acquisitions contributed 7 percentage points to the total increase. Emerging markets represented 22 percent of total company sales in fiscal 2011, and we expect this proportion to continue to grow.

Logix sales exceeded \$900 million in 2011 and increased 29 percent compared to 2010.

Sales related to our process initiative grew 18 percent year over year in 2011.

Sales to our OEM customers, including sales of safety components and safety systems, grew at a rate above the company average.

The improvement in operating margin was primarily due to volume leverage, partially offset by sales mix and increased spending to support growth.

General corporate expenses were net of a \$3.8 million gain in 2011 resulting from the sale of an investment.

**Table of Contents**

The following tables reflect our sales and operating results for the years ended September 30, 2011, 2010 and 2009 (in millions, except per share amounts):

	<b>Year Ended September 30,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Sales			
Architecture & Software	\$ 2,594.3	\$ 2,115.0	\$ 1,723.5
Control Products & Solutions	3,406.1	2,742.0	2,609.0
Total	\$ 6,000.4	\$ 4,857.0	\$ 4,332.5
Segment operating earnings (a)(b)			
Architecture & Software	\$ 659.1	\$ 475.4	\$ 223.0
Control Products & Solutions	368.5	241.8	206.7
Purchase accounting depreciation and amortization	(19.8)	(18.9)	(18.6)
General corporate net	(80.7)	(93.6)	(80.3)
Interest expense	(59.5)	(60.5)	(60.9)
Special items (b)			4.0
Income from continuing operations before income taxes	867.6	544.2	273.9
Provision for income taxes	(170.5)	(103.8)	(56.0)
Income from continuing operations	697.1	440.4	217.9
Income from discontinued operations (c)	0.7	23.9	2.8
Net income	\$ 697.8	\$ 464.3	\$ 220.7
Diluted earnings per share:			
Continuing operations	\$ 4.79	\$ 3.05	\$ 1.53
Discontinued operations	0.01	0.17	0.02
Net income	\$ 4.80	\$ 3.22	\$ 1.55
Diluted weighted average outstanding shares	145.2	144.0	142.4

- (a) Information regarding how we define segment operating earnings is included in Note 18 in the Financial Statements.
- (b) Segment operating earnings in 2009 includes restructuring charges of \$60.4 million. See Note 14 in the Financial Statements for information about restructuring charges and special items.
- (c) See Note 13 in the Financial Statements for a description of items reported as discontinued operations.



**Table of Contents*****2011 Compared to 2010***

(in millions, except per share amounts)	2011	2010	Change
Sales	\$ 6,000.4	\$ 4,857.0	\$ 1,143.4
Income from continuing operations	697.1	440.4	256.7
Diluted earnings per share from continuing operations	4.79	3.05	1.74

***Sales***

Our sales increased \$1,143.4 million, or 24 percent, from \$4,857.0 million in 2010 to \$6,000.4 million in 2011. Sales in our solutions and services businesses increased 24 percent year over year, and year-end backlog in these businesses was 12 percent higher than a year ago. Product sales also grew 24 percent year over year reflecting continued improvement in customers spending and increased OEM demand. Volume accounted for substantially all the organic sales growth during the period as pricing contributed less than 1 percentage point to growth during the period.

The table below presents our sales for the year ended September 30, 2011 by geographic region and the percentage change in sales from the year ended September 30, 2010 (in millions, except percentages):

	Year Ended September 30, 2011(1)	Change vs. Year Ended September 30, 2010	Change in Organic Sales vs. Year Ended September 30, 2010(2)
United States	\$ 2,917.8	19%	18%
Canada	396.2	23%	17%
Europe, Middle East and Africa	1,267.6	28%	22%
Asia-Pacific	910.6	26%	18%
Latin America	508.2	38%	30%
Total sales	\$ 6,000.4	24%	20%

(1) We attribute sales to the geographic regions based upon country of destination.

(2) Organic sales are sales excluding the effect of changes in currency exchange rates and acquisitions. See **Supplemental Sales Information** for information on this non-GAAP measure.

Organic sales growth in the United States was driven by heavy and transportation industries, as consumer industries lagged the region growth rate.

Organic sales growth in Canada was driven primarily by heavy industries.

Europe's strong organic sales growth was driven primarily by transportation and consumer industries, and strong OEM demand.

Asia-Pacific organic sales growth was driven by strength in emerging markets, including China and India with 23 and 26 percent growth, respectively.<sup>1</sup>

Latin America growth was driven by mining and oil and gas industries.

***Income from Continuing Operations before Income Taxes***

Income from continuing operations before income taxes increased 58 percent from \$440.4 million in 2010 to \$697.1 million in 2011. The increase was predominantly due to increased volume, partially offset by increased spending to support growth. Selling, general and administrative expenses increased by \$137.9 million from \$1,323.3 to \$1,461.2, but decreased as a percentage of sales by 2.8 points to 24.4 percent as volume increases outpaced

spending increases.

General corporate expenses were net of a \$3.8 million gain in 2011 resulting from the sale of an investment.

- <sup>1</sup> Organic sales growth in China and India exclude 4 and 3 percentage points from the effect of changes in currency, respectively.

**Table of Contents**

*Income Taxes*

The effective tax rate for 2011 was 19.7 percent compared to 19.1 percent in 2010. The 2011 and 2010 effective tax rates were lower than the U.S. statutory rate of 35 percent because our sales outside of the U.S. benefited from lower tax rates.

During 2011, we recognized net discrete tax benefits of \$25.0 million related to the favorable resolution of worldwide tax matters and the retroactive extension of the U.S. federal research credit. During 2010, we recognized discrete tax benefits of \$27.2 million primarily related to the favorable resolution of tax matters, partially offset by discrete tax expenses of \$9.6 million primarily related to the impact of a change in Mexican tax law and interest related to unrecognized tax benefits.

See Note 16 in the Financial Statements for a complete reconciliation of the United States statutory tax rate to the effective tax rate and more information on tax events in 2011 and 2010 affecting the respective tax rates.

*Discontinued Operations*

Income from discontinued operations was \$0.7 million in 2011 compared to \$23.9 million in 2010. Income from discontinued operations in the prior year included a \$21.3 million tax benefit resulting from the resolution of a domestic tax matter relating to the January 2007 sale of our Dodge mechanical and Reliance Electric motors and motor repair services businesses.

**Table of Contents*****Architecture & Software***

(in millions, except percentages)	2011	2010	Change
Sales	\$ 2,594.3	\$ 2,115.0	\$ 479.3
Segment operating earnings	659.1	475.4	183.7
Segment operating margin	25.4%	22.5%	2.9pts

***Sales***

Architecture & Software sales increased 23 percent to \$2,594.3 million in 2011 compared to \$2,115.0 million in 2010. Organic sales increased 20 percent, and the effects of currency translation contributed 3 percentage points to the total increase. Substantially all of the organic sales increase resulted from increased volume due to positive macroeconomic conditions in most regions and industries. Pricing had an immaterial effect on revenue during the period. Year-over-year sales increases in all regions other than the United States were greater than the segment average rate of increase. Logix sales increased 29 percent in 2011 compared to 2010.

***Operating Margin***

Architecture & Software segment operating earnings were \$659.1 million in 2011, up 39 percent from \$475.4 million in 2010. Operating margin increased 2.9 points to 25.4 percent in 2011 as compared to 2010. The increase in operating margin was predominantly due to volume increases as a result of higher worldwide levels of industrial production and capital spending by our customers, partially offset by sales mix and increased spending to support growth.

***Control Products & Solutions***

(in millions, except percentages)	2011	2010	Change
Sales	\$ 3,406.1	\$ 2,742.0	\$ 664.1
Segment operating earnings	368.5	241.8	126.7
Segment operating margin	10.8%	8.8%	2.0pts

***Sales***

Control Products & Solutions sales increased 24 percent to \$3,406.1 million in 2011 compared to \$2,742.0 million in 2010. Organic sales increased 20 percent, and the effects of currency translation and acquisitions contributed 3 percentage points and 1 percentage point, respectively, to the total increase. The segment's organic sales increase resulted from growth in both products and solutions and services businesses, which grew at rates similar to the segment average. Latin America, Asia-Pacific and EMEA reported year-over-year growth above the segment average, while year-over-year sales increases in the United States and Canada were less than the segment average growth rate. Pricing had an immaterial effect on revenue during the period.

***Operating Margin***

Control Products & Solutions segment operating earnings were \$368.5 million in 2011, up 52 percent from \$241.8 million in the same period of 2010. Operating margin increased 2.0 points to 10.8 percent in 2011 as compared to 2010. The increase was predominantly due to volume increases, partially offset by sales mix and increased spending to support growth.

**Table of Contents*****2010 Compared to 2009***

(in millions, except per share amounts)	2010	2009	Change
Sales	\$ 4,857.0	\$ 4,332.5	\$ 524.5
Income from continuing operations	440.4	217.9	222.5
Diluted earnings per share from continuing operations	3.05	1.53	1.52

***Sales***

Our sales increased \$524.5 million, or 12 percent, from \$4,332.5 million in 2009 to \$4,857.0 million in 2010. An organic sales increase of 10 percent was enhanced by benefits from currency translation of 2 percentage points. We had positive performance in our product businesses across all regions, resulting from the recovery in worldwide macroeconomic conditions and industrial production during 2010. Pricing contributed less than 1 percentage point to growth during the period.

Organic sales to customers in the Asia-Pacific region increased 17 percent, led by strength in the emerging markets, including China and India. Organic sales increased 11 and 7 percent in the United States and Canada, respectively. Organic sales increased in Latin America by 11 percent as recent growth offset declines earlier in the fiscal year. Organic sales increased 2 percent in EMEA, as declines in our solutions and services businesses that have been slower to recover offset growth in our product businesses.

Sales growth in our solutions and services business lagged the recovery in product sales. In the first half of 2010, solutions and services sales declined year over year as a consequence of declining order rates in the second half of fiscal 2009. Order rates began to improve in the first half of fiscal 2010 resulting in year-over-year growth in solutions and services sales in the second half of 2010. For the full year, sales in our solutions and services business declined 4 percent.

During 2010, sales in all of our end markets improved as the year progressed. For full-year 2010, the largest sales increases were to customers in the transportation industry.

***Income from Continuing Operations before Income Taxes***

Income from continuing operations before income taxes increased 102 percent from \$217.9 million in 2009 to \$440.4 million in 2010. Our strong performance reflects a continuing economic recovery. Gross profit margin increased by 3.7 points to 39.9 percent in 2010. Increased volume, restructuring savings and favorable mix contributed to the significant year-over-year margin improvement, partially offset by cost increases related to employee compensation, pension and postretirement expense and incremental spending to support growth.

We saved approximately \$120 million in 2010 as compared to 2009 related to benefits realized from restructuring actions taken in fiscal 2009, which was in line with our expectations. We recorded \$60 million less of restructuring charges during 2010 compared to 2009, which also contributed to the year-over-year income improvement. These benefits were offset by increases of approximately \$200 million for employee compensation, a \$41 million increase in pension and postretirement expense and \$50 million incremental spending to support growth in 2010 compared to 2009.

Our Architecture & Software segment contributed 44 percent of our total sales in 2010, compared to 40 percent in 2009. During 2010 the Architecture & Software segment's operating margin was 22.5 percent. The increase in percentage of sales by our higher-margin Architecture & Software segment caused a positive mix effect on operating margin.

General corporate expenses were \$93.6 million in 2010 compared to \$80.3 million in 2009. The increase was primarily due to higher employee costs resulting from wage and salary increases as well as performance-based compensation. Selling, general and administrative expense as a percentage of sales decreased by 0.9 points to 27.2 percent as volume increases outpaced spending increases.

**Table of Contents**

*Income Taxes*

The effective tax rate for 2010 was 19.1 percent compared to 20.4 percent in 2009. The 2010 and 2009 effective tax rates were lower than the U.S. statutory rate of 35 percent because we benefited from lower non-U.S. tax rates.

The 2010 rate was lower than 2009 because we benefited from a higher proportionate share of income in lower tax rate jurisdictions as compared to 2009. We also recognized discrete tax benefits of \$27.2 million primarily related to the favorable resolution of tax matters, partially offset by discrete tax expenses of \$9.6 million primarily related to the impact of a change in Mexican tax law and interest related to unrecognized tax benefits in 2010. During 2009, we also recognized discrete tax benefits of \$20.5 million related to the retroactive extension of the U.S. federal research tax credit, the resolution of a contractual tax obligation and various state tax matters, partially offset by discrete tax expenses of \$4.2 million related to a non-U.S. subsidiary.

See Note 16 in the Financial Statements for a complete reconciliation of the United States statutory tax rate to the effective tax rate and more information on tax events in 2010 and 2009 affecting the respective tax rates.

*Discontinued Operations*

Income from discontinued operations increased \$21.1 million in 2010 compared to 2009, primarily due to a \$21.3 million tax benefit resulting from the resolution of a domestic tax matter relating to the January 2007 sale of our Dodge mechanical and Reliance Electric motors and repair services businesses.

**Table of Contents*****Architecture & Software***

(in millions, except percentages)	2010	2009	Change
Sales	\$ 2,115.0	\$ 1,723.5	\$ 391.5
Segment operating earnings	475.4	223.0	252.4
Segment operating margin	22.5%	12.9%	9.6pts

***Sales***

Architecture & Software sales increased 23 percent to \$2,115.0 million in 2010 compared to \$1,723.5 million in 2009. Organic sales increased 20 percent, and the effects of currency translation contributed 3 percentage points to the total increase. Substantially all of the organic sales increase was the result of an increase in volume due to improving macroeconomic conditions in most regions and industries. Pricing had only a minor impact on revenue during the period. Canada and Latin America year-over-year sales increases were greater than the segment average rate of increase, while year-over-year sales increases to customers in the United States and Asia-Pacific were consistent with the segment average rate of increase. Year-over-year sales increases to customers in EMEA were slightly below the segment average rate of increase. Logix sales increased 25 percent in 2010 compared to 2009.

***Operating Margin***

Architecture & Software segment operating earnings were \$475.4 million in 2010, up 113 percent from \$223.0 million in 2009. Operating margin increased 9.6 points to 22.5 percent in 2010 as compared to 2009. The increase was predominantly due to volume increases as a result of higher worldwide levels of industrial production and capital spending by our customers. Approximately half of the restructuring cost savings, additional employee compensation, additional pension and postretirement expenses and incremental spending to support growth described above applied to the Architecture & Software segment.

***Control Products & Solutions***

(in millions, except percentages)	2010	2009	Change
Sales	\$ 2,742.0	\$ 2,609.0	\$ 133.0
Segment operating earnings	241.8	206.7	35.1
Segment operating margin	8.8%	7.9%	0.9pts

***Sales***

Control Products & Solutions sales increased 5 percent to \$2,742.0 million in 2010 compared to \$2,609.0 million in 2009. Organic sales increased 2 percent, and the effects of currency translation and acquisitions contributed 2 percentage points and 1 percentage point, respectively. The segment's modest organic sales growth was primarily attributable to robust growth in the products businesses in 2010 offset by declines in solutions and services sales reflecting the decline in order rates that we experienced in the second half of 2009. While the decline in order rates led to significant sales declines in the first half of 2010, order rates recovered and after the normal lag associated with our solution and services sales, we began to see revenue increases in these businesses in the second half of 2010. Asia-Pacific and Canada both reported double-digit year-over-year overall segment growth, benefiting \$2.7 million and \$12.2 million, respectively, from recent acquisitions. EMEA reported year-over-year overall segment sales declines during 2010, while sales in the United States and Latin America increased consistent with the segment average. The impact of pricing on the segment's sales increase was insignificant.

***Operating Margin***

Control Products & Solutions segment operating earnings were \$241.8 million in 2010, up 17 percent from \$206.7 million in the same period of 2009. Operating margin increased 0.9 points to 8.8 percent in 2010 as compared to 2009. Approximately half of the restructuring cost savings, additional employee compensation, additional pension and postretirement expenses and incremental spending to support growth described above applied to the Control Products & Solutions segment. Positive mix attributable to the shift toward product sales from solutions and services sales contributed to the margin improvement.



**Table of Contents****Financial Condition**

The following is a summary of our cash flows from operating, investing and financing activities, as reflected in the Consolidated Statement of Cash Flows (in millions):

	Year Ended September 30,		
	2011	2010	2009
Cash provided by:			
Operating activities	\$ 643.7	\$ 494.0	\$ 526.4
Investing activities	(160.9)	(89.0)	(132.4)
Financing activities	(297.9)	(241.4)	(307.4)
Effect of exchange rate changes on cash	(5.8)	6.8	(24.5)
 Cash provided by continuing operations	 \$ 179.1	 \$ 170.4	 \$ 62.1

The following table summarizes free cash flow (in millions):

Cash provided by continuing operating activities	\$ 643.7	\$ 494.0	\$ 526.4
Capital expenditures of continuing operations	(120.1)	(99.4)	(98.0)
Excess income tax benefit from share-based compensation	38.1	16.1	2.4
 Free cash flow	 \$ 561.7	 \$ 410.7	 \$ 430.8

Our definition of free cash flow, which is a non-GAAP financial 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 and thus 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. Operating, investing and financing cash flows of our discontinued operations are presented separately in our statement of cash flows. Our accounting for share-based compensation requires us to report the related excess income tax benefit 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. In our opinion, free cash flow provides useful information to investors regarding our ability to generate cash from business operations that is available for acquisitions and other investments, service of debt principal, dividends and share repurchases. 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.

Free cash flow was a source of \$561.7 million for the year ended September 30, 2011 compared to a source of \$410.7 million for the year ended September 30, 2010. Free cash flow for both 2011 and 2010 include discretionary pre-tax contributions of \$150 million to the company's U.S. pension trust. The increase in free cash flow is primarily due to improvements in current year earnings, partially offset by higher compensation payments in 2011 compared to 2010. Incentive compensation payments were lower than normal in 2010 as difficult economic conditions resulted in reduced or zero earned incentives for 2009 in most of our employee incentive compensation plans. Incentive compensation payments generally occur in the first quarter of the year following the year in which the incentive is earned. We paid substantially all of the incentive compensation earned for 2010 performance in the first quarter of 2011, and will pay substantially all of the incentive compensation earned for 2011 in the first quarter of 2012.

Commercial paper is our principal source of short-term financing. At September 30, 2011 and 2010, we had no commercial paper borrowings outstanding and had no borrowings outstanding during either year.

On October 11, 2011, we contributed \$300 million to our U.S. qualified pension trust. The contribution was funded with a combination of cash on hand and \$275 million of commercial paper borrowings.

**Table of Contents**

We repurchased approximately 4.0 million shares of our common stock in 2011. The total cost of these shares was \$299.2 million, of which \$1.7 million was recorded in accounts payable at September 30, 2011, related to 30,000 shares that did not settle until October 2011. In 2010, we repurchased approximately 2.2 million shares of our common stock. The total cost of these shares was \$120.0 million, of which \$1.2 million was recorded in accounts payable at September 30, 2010, related to 19,700 shares that did not settle until October 2010. Our decision to repurchase stock in 2012 will depend on business conditions, free cash flow generation, other cash requirements and stock price. At September 30, 2011 we had approximately \$202.0 million remaining for stock repurchases under our existing board authorization. See Part II, Item 5, *Market for the Company's Common Equity, Related Stockholder Matters and Issuer Purchases of Equity Securities*, for additional information regarding share repurchases.

We expect future uses of cash to include working capital requirements, capital expenditures, additional contributions to our pension plans, acquisitions of businesses, dividends to shareowners, repurchases of common stock and repayments of debt. We expect capital expenditures in 2012 to be about \$140 million. We expect to fund these future uses of cash with a combination of existing cash balances, cash generated by operating activities, commercial paper borrowings or a new issuance of debt or other securities.

In addition to cash generated by operating activities, we have access to existing financing sources, including the public debt markets and unsecured credit facilities with various banks. Our debt-to-total-capital ratio was 34.1 percent at September 30, 2011 and 38.3 percent at September 30, 2010. This decrease is primarily due to the net increase in shareowners' equity.

On March 14, 2011, we replaced our former three-year \$267.5 million unsecured revolving credit facility expiring in March 2012 and our former 364-day \$300.0 million unsecured revolving credit facility expiring in March 2011 with a new four-year \$750.0 million unsecured revolving credit facility. We did not incur early termination penalties in connection with the termination of our former credit facilities. We have not drawn down under any of these credit facilities at September 30, 2011 or 2010. Borrowings under these credit facilities bear interest based on short-term money market rates in effect during the period the borrowings are outstanding. The terms of these credit facilities contain covenants under which we would be in default if our debt-to-total-capital ratio was to exceed 60 percent. We were in compliance with all covenants under these credit facilities at September 30, 2011 and 2010. Separate short-term unsecured credit facilities of approximately \$127.8 million at September 30, 2011 were available to non-U.S. subsidiaries.

The following is a summary of our credit ratings as of September 30, 2011:

Credit Rating Agency	Short Term Rating	Long Term Rating	Outlook
Standard & Poor's	A-1	A	Stable
Moody's	P-2	A3	Stable
Fitch Ratings	F1	A	Stable

Among other uses, we can draw on our credit facility as standby liquidity facility to repay our outstanding commercial paper as it matures. This access to funds to repay maturing commercial paper is an important factor in maintaining the commercial paper ratings set forth in the table above. Under our current policy with respect to these ratings, we expect to limit our other borrowings under our credit facility, if any, to amounts that would leave enough credit available under the facility so that we could borrow, if needed, to repay all of our then outstanding commercial paper as it matures.

Our ability to access the commercial paper market and the related costs of these borrowings are affected by the strength of our credit rating and market conditions. We have not experienced any difficulty in accessing the commercial paper market to date. If our access to the commercial paper market is adversely affected due to a change in market conditions or otherwise, we would expect to rely on a combination of available cash and our unsecured committed credit facility to provide short-term funding. In such event, the cost of borrowings under our unsecured committed credit facility could be higher than the cost of commercial paper borrowings.

We regularly monitor the third-party depository institutions that hold our cash and cash equivalents. Our emphasis is primarily on safety and liquidity of principal and secondarily on maximizing yield on those funds. We diversify our

cash and cash equivalents among counterparties to minimize exposure to any one of these entities.

**Table of Contents**

We enter into contracts to offset changes in the amount of future cash flows associated with certain third-party sales and intercompany transactions denominated in foreign currencies forecasted to occur within the next two years and to offset transaction gains or losses associated with some of our assets and liabilities that are denominated in currencies other than their functional currencies resulting from intercompany loans and other transactions with third parties denominated in foreign currencies. Our foreign currency forward exchange contracts are usually denominated in currencies of major industrial countries. We diversify our foreign currency forward exchange contracts among counterparties to minimize exposure to any one of these entities.

Cash dividends to shareowners were \$211.0 million in 2011 (\$1.475 per common share). Cash dividends to shareowners were \$173.6 million in 2010 (\$1.22 per common share). Cash dividends to shareowners were \$164.5 million in 2009 (\$1.16 per common share). Our current quarterly dividend rate is \$0.425 per common share (\$1.70 per common share annually), which is determined at the sole discretion of our Board of Directors.

A summary of our projected contractual cash obligations at September 30, 2011 are (in millions):

	Payments by Period						
	Total	2012	2013	2014	2015	2016	Thereafter
Long-term debt and interest (a)	\$ 2,131.9	\$ 56.9	\$ 56.9	\$ 56.9	\$ 56.9	\$ 56.9	\$ 1,847.4
Minimum operating lease payments	356.1	75.7	58.8	48.8	37.0	27.8	108.0
Postretirement benefits (b)	157.7	16.9	15.9	15.3	14.5	13.3	81.8
Pension funding contribution (c)	339.1	339.1					
Purchase obligations (d)	101.4	20.1	17.3	17.0	7.5	7.5	32.0
Other long-term liabilities (e)	81.4	19.3					
Unrecognized tax benefits (f)	92.0						
<b>Total</b>	<b>\$ 3,259.6</b>	<b>\$ 528.0</b>	<b>\$ 148.9</b>	<b>\$ 138.0</b>	<b>\$ 115.9</b>	<b>\$ 105.5</b>	<b>\$ 2,069.2</b>

- (a) The amounts for long-term debt assume that the respective debt instruments will be outstanding until their scheduled maturity dates. The amounts include interest, but exclude the unamortized discount of \$45.1 million. See Note 6 in the Financial Statements for more information regarding our long-term debt.
- (b) Our postretirement plans are unfunded and are subject to change. Amounts reported are estimates of future benefit payments, to the extent estimable.
- (c) Amounts reported for pension funding contributions reflect current estimates of known commitments. Contributions to our pension plans beyond 2012 will depend on future investment performance of our pension plan assets, changes in discount rate assumptions and governmental regulations in effect at the time. Amounts subsequent to 2012 are excluded from the summary above, as these amounts cannot be estimated with certainty. The minimum contribution for our U.S. pension plan as required by the Employee Retirement Income Security Act (ERISA) is currently zero. We may make additional contributions to this plan at the discretion of management.
- (d) This item includes long-term obligations under agreements with various service providers.
- (e) Other long-term liabilities include environmental liabilities net of related receivables, asset retirement obligations and indemnifications. Amounts subsequent to 2012 are excluded from the summary above, as we are unable to make a reasonably reliable estimate of when the liabilities will be paid.
- (f)

Amount for unrecognized tax benefits includes accrued interest and penalties. We are unable to make a reasonably reliable estimate of when the liabilities for unrecognized tax benefits will be settled or paid.

**Supplemental Sales Information**

We translate sales of subsidiaries operating outside of the United States using exchange rates effective during the respective period. Therefore, changes in currency rates affect our reported sales. Sales by businesses we acquired also affect our reported sales. We believe that organic sales, defined as sales excluding the effects of changes in currency exchange rates and acquisitions, which is a non-GAAP financial measure, provides useful information to investors because it reflects regional performance from the activities of our businesses without the effect of changes in currency rates or acquisitions. We use organic sales as one measure to monitor and evaluate our regional performance. We determine the effect of changes in currency exchange rates by translating the respective period's sales using the currency exchange rates that were in effect during the prior year. We determine the effect of acquisitions by excluding sales in the current period for which there are no sales in the comparable prior period. Organic sales growth is calculated by comparing organic sales to reported sales in the prior year. We attribute sales to the geographic regions based on the country of destination.

**Table of Contents**

The following is a reconciliation of our reported sales to organic sales (in millions):

		Year Ended September 30, 2011				Year Ended September 30, 2010
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
United States	\$ 2,917.8	\$ (6.7)	\$ 2,911.1	\$ (0.6)	\$ 2,910.5	\$ 2,456.2
Canada	396.2	(21.5)	374.7		374.7	321.0
Europe, Middle East and Africa	1,267.6	(42.8)	1,224.8	(15.8)	1,209.0	987.3
Asia-Pacific	910.6	(52.4)	858.2	(0.3)	857.9	724.3
Latin America	508.2	(30.4)	477.8		477.8	368.2
 Total Company Sales	 \$ 6,000.4	 \$ (153.8)	 \$ 5,846.6	 \$ (16.7)	 \$ 5,829.9	 \$ 4,857.0

		Year Ended September 30, 2010				Year Ended September 30, 2009
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
United States	\$ 2,456.2	\$ (7.2)	\$ 2,449.0	\$ (1.5)	\$ 2,447.5	\$ 2,209.2
Canada	321.0	(34.7)	286.3	(12.2)	274.1	257.1
Europe, Middle East and Africa	987.3	(1.2)	986.1		986.1	962.1
Asia-Pacific	724.3	(43.7)	680.6	(2.7)	677.9	579.3
Latin America	368.2	(9.0)	359.2		359.2	324.8
 Total Company Sales	 \$ 4,857.0	 \$ (95.8)	 \$ 4,761.2	 \$ (16.4)	 \$ 4,744.8	 \$ 4,332.5

The following is a reconciliation of our reported sales by operating segment to organic sales (in millions):

Year  
Ended  
September  
30,

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	Year Ended September 30, 2011					2010
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
Architecture & Software	\$ 2,594.3	\$ (64.5)	\$ 2,529.8	\$	\$ 2,529.8	\$ 2,115.0
Control Products & Solutions	3,406.1	(89.3)	3,316.8	(16.7)	3,300.1	2,742.0
Total Company Sales	\$ 6,000.4	\$ (153.8)	\$ 5,846.6	\$ (16.7)	\$ 5,829.9	\$ 4,857.0

  

	Year Ended September 30, 2010					Year Ended September 30, 2009
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales	Sales
Architecture & Software	\$ 2,115.0	\$ (44.2)	\$ 2,070.8	\$	\$ 2,070.8	\$ 1,723.5
Control Products & Solutions	2,742.0	(51.6)	2,690.4	(16.4)	2,674.0	2,609.0
Total Company Sales	\$ 4,857.0	\$ (95.8)	\$ 4,761.2	\$ (16.4)	\$ 4,744.8	\$ 4,332.5

**Table of Contents****Critical Accounting Policies and Estimates**

We have prepared the consolidated financial statements in accordance with accounting principles generally accepted in the United States, which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. We believe the following critical accounting policies could have the most significant effect on our reported results or require subjective or complex judgments by management.

***Retirement Benefits Pension***

Pension costs and obligations are actuarially determined and are influenced by assumptions used to estimate these amounts, including the discount rate, the expected rate of return on plan assets, the assumed annual compensation increase rate, the retirement rate, the mortality rate and the employee turnover rate. Changes in any of the assumptions and the amortization of differences between the assumptions and actual experience will affect the amount of pension expense in future periods.

Our global pension expense in 2011 was \$91.4 million compared to \$75.0 million in 2010. Approximately 77 percent of our 2011 global pension expense relates to our U.S. pension plan. The actuarial assumptions used to determine our 2011 U.S. pension expense included the following: discount rate of 5.60 percent (compared to 6.20 percent for 2010); expected rate of return on plan assets of 8.00 percent (compared to 8.00 percent for 2010); and an assumed long-term compensation increase rate of 4.00 percent (compared to 4.30 percent for 2010).

We changed our measurement date in 2009 from June 30 to September 30 as required by U.S. GAAP. We recorded a reduction in retained earnings of \$8.2 million (\$5.3 million net of tax) in the fourth quarter of 2009 related to this change.

The Pension Protection Act of 2006 was signed into law in August 2006. The Internal Revenue Service (IRS) issued final guidance with respect to certain aspects of this law; and, our 2011 pension plan valuation has been completed based on the final guidance. Based on this valuation, no minimum contributions were required in 2011.

We estimate our pension expense will be approximately \$103.9 million in 2012, an increase of approximately \$12.5 million from 2011. For 2012, our U.S. discount rate will decrease to 5.20 percent. The discount rate was set as of our September 30 measurement date and was determined by modeling a portfolio of bonds that match the expected cash flow of our benefit plans. We have assumed a U.S. long-term compensation increase rate of 4.00 percent in 2012. We established this rate by analyzing all elements of compensation that are pension-eligible earnings. Our expected rate of return on U.S. plan assets will remain at 8.00 percent. In estimating the expected return on plan assets, we considered actual returns on plan assets over the long term, adjusted for forward-looking considerations, such as inflation, interest rates, equity performance and the active management of the plans' invested assets. We also considered our current and expected mix of plan assets in setting this assumption. The target allocations and ranges of expected return for our major categories of U.S. plan assets are as follows:

Asset Category	Target Allocations	Expected Return		
Equity Securities	55%	9%	10%	
Debt Securities	40%	4%	6%	
Other	5%	6%	11%	

The financial markets were mixed in 2011. The plan's Debt Securities return exceeded the expected return range in 2011, as lower market interest rates resulted in higher bond values. The plan's Equity Securities return trailed the expected return range in 2011, largely due to lower U.S. equity returns and negative international equity returns. While the financial markets continue to experience volatility, we have not changed our expectation for long-term returns for the asset categories in which our plan assets are invested. Actual return for our portfolio of U.S. plan assets has approximated 7.50 percent annualized for the 15 years ended September 30, 2011, and has exceeded 8.50 percent annualized for the 20 years ended September 30, 2011.



**Table of Contents**

The changes in our discount rate and return on plan assets have an inverse relationship with our net periodic benefit cost. The change in our discount rate also has an inverse relationship with our projected benefit obligation. The change in our compensation increase rate has a direct relationship with our net periodic benefit cost and projected benefit obligation. The following chart illustrates the estimated change in benefit obligation and annual net periodic pension cost assuming a change of 25 basis points in the key assumptions for our U.S. pension plans (in millions):

	Pension Benefits	
	Change in Projected Benefit Obligation	Change in Net Periodic Benefit Cost
Discount rate	\$ 95.3	\$ 8.8
Return on plan assets		6.0
Compensation increase rate	18.5	3.8
More information regarding pension benefits is contained in Note 12 in the Financial Statements.		

**Table of Contents**

***Revenue Recognition***

For approximately 85 percent of our consolidated sales, we record sales when all of the following have occurred: an agreement of sale exists; pricing is fixed or determinable; collection is reasonably assured; and product has been delivered and acceptance has occurred, as may be required according to contract terms, or services have been rendered. Although the majority of our sales agreements contain standard terms and conditions, our Control Product & Solutions business also sells certain products, solutions and services that require separate delivery. We divide these arrangements into separate deliverables and revenue is allocated to each deliverable based on the relative selling price of each element provided the delivered elements have value to customers on a standalone basis and delivery or performance of the undelivered items is probable and substantially in our control.

We recognize substantially all of the remainder of our sales as construction-type contracts using either the percentage-of-completion or completed contract methods of accounting. We record sales relating to these contracts using the percentage-of-completion method when we determine that progress toward completion is reasonably and reliably estimable; we use the completed contract method for all others. Under the percentage-of-completion method, we recognize sales and gross profit as work is performed using the relationship between actual costs incurred and total estimated costs at completion. Under the percentage-of-completion method, we adjust sales and gross profit for revisions of estimated total contract costs or revenue in the period the change is identified. We record estimated losses on contracts when they are identified.

We use contracts and customer purchase orders to determine the existence of an agreement of sale. We use shipping documents and customer acceptance, when applicable, to verify delivery. We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. We assess collectibility based on the creditworthiness of the customer as determined by credit evaluations and analysis, as well as the customer's payment history.

***Returns, Rebates and Incentives***

Our primary incentive program provides distributors with cash rebates or account credits based on agreed amounts that vary depending on the customer to whom our distributor ultimately sells the product. We also offer various other incentive programs that provide distributors and direct sale customers with cash rebates, account credits or additional products and services based on meeting specified program criteria. Certain distributors are offered a right to return product, subject to contractual limitations.

We record accruals for customer returns, rebates and incentives at the time of revenue recognition based primarily on historical experience. Adjustments to the accrual may be required if actual returns, rebates and incentives differ from historical experience or if there are changes to other assumptions used to estimate the accrual. A critical assumption used in estimating the accrual for our primary distributor rebate program is the time period from when revenue is recognized to when the rebate is processed. If the time period were to change by 10 percent, the effect would be an adjustment to the accrual of approximately \$8.5 million.

Returns, rebates and incentives are recognized as a reduction of sales if distributed in cash or customer account credits. Rebates and incentives are recognized in cost of sales for additional products and services to be provided. Accruals are reported as a current liability in our balance sheet or, where a right of offset exists, as a reduction of accounts receivable. The accrual for customer returns, rebates and incentives was \$162.0 million at September 30, 2011 and \$135.9 million at September 30, 2010, of which \$8.0 million at September 30, 2011 and \$16.4 million at September 30, 2010 was included as an offset to accounts receivable.

## Table of Contents

### *Litigation, Claims and Contingencies*

We record liabilities for litigation, claims and contingencies when an obligation is probable and when we have a basis to reasonably estimate the value of an obligation. We also record liabilities for environmental matters based on estimates for known environmental remediation exposures. The liabilities include accruals for sites we currently own or operate or formerly owned or operated and third-party sites where we were determined to be a potentially responsible party. At third-party environmental sites where more than one potentially responsible party has been identified, we record a liability for our estimated allocable share of costs related to our involvement with the site as well as an estimated allocable share of costs related to the involvement of insolvent or unidentified parties. At environmental sites where we are the only responsible party, we record a liability for the total estimated costs of remediation. We do not discount future expenditures for environmental remediation obligations to their present value. Environmental liability estimates may be affected by changing determinations of what constitutes an environmental exposure or an acceptable level of cleanup. To the extent that remediation procedures change, additional contamination is identified, or the financial condition of other potentially responsible parties is adversely affected, the estimate of our environmental liabilities may change.

Our reserve for environmental matters was \$41.1 million, net of related receivables of \$32.5 million, at September 30, 2011 and \$37.1 million, net of related receivables of \$25.0 million, at September 30, 2010. Our recorded liability for environmental matters relates almost entirely to businesses formerly owned by us (legacy businesses) for which we retained the responsibility to remediate. The nature of our current business is such that the likelihood of new environmental exposures that could result in a significant charge to earnings is low. As a result of remediation efforts at legacy sites and limited new environmental matters, we expect that gradually, over a long period of time, our environmental obligations will decline. However, changes in remediation procedures at existing legacy sites or discovery of contamination at additional sites could result in increases to our environmental obligations.

Our principal self-insurance programs include product liability where we are self-insured up to a specified dollar amount. Claims exceeding this amount up to specified limits are covered by policies issued by commercial insurers. We estimate the reserve for product liability claims using our claims experience for the periods being valued. Adjustments to the product liability reserves may be required to reflect emerging claims experience and other factors such as inflationary trends or the outcome of claims. The reserve for product liability claims was \$20.1 million at September 30, 2011 and \$17.6 million at September 30, 2010.

Various lawsuits, claims and proceedings have been or may be instituted or asserted against us relating to the conduct of our business. As described in Part I, Item 3. **Legal Proceedings**, we have been named as a defendant in lawsuits alleging personal injury as a result of exposure to asbestos that was used in certain components of our products many years ago. See Part I, Item 3 for further discussion.

We accrue for costs related to the legal obligation associated with the retirement of a tangible long-lived asset that results from the acquisition, construction, development or the normal operation of the long-lived asset. The obligation to perform the asset retirement activity is not conditional even though the timing or method may be conditional. Identified conditional asset retirement obligations include asbestos abatement and remediation of soil contamination beneath current and previously divested facilities. We estimate conditional asset retirement obligations using site-specific knowledge and historical industry expertise. A significant change in the costs or timing could have a significant effect on our estimates. We recorded these liabilities in the Consolidated Balance Sheet, which totaled \$4.7 million in other current liabilities and \$23.9 million in other liabilities at September 30, 2011 and \$7.9 million in other current liabilities and \$22.7 million in other liabilities at September 30, 2010.

In conjunction with the sale of our Dodge mechanical and Reliance Electric motors and motor repair services businesses, we agreed to indemnify Baldor Electric Company for costs and damages related to certain legacy legal, environmental and asbestos matters of these businesses arising before January 31, 2007, for which the maximum exposure is capped at the amount received for the sale. We estimate the potential future payments we could incur under these indemnifications may approximate \$16.2 million, of which \$1.6 million and \$6.4 million has been accrued in other current liabilities and \$10.1 million and \$11.1 million has been accrued in other liabilities at September 30, 2011 and 2010, respectively. A significant change in the costs or timing could have a significant effect on our estimates.

More information regarding litigation, claims and contingencies is contained in Note 17 in the Financial Statements.

## **Table of Contents**

### ***Income Taxes***

We operate in numerous taxing jurisdictions and are subject to regular examinations by U.S. Federal, state and foreign jurisdictions. Additionally, we have retained tax liabilities and the rights to tax refunds in connection with various divestitures of businesses in prior years. Our income tax positions are based on research and interpretations of the income tax laws and rulings in each of the jurisdictions in which we do business. Due to the subjectivity of interpretations of laws and rulings in each jurisdiction, the differences and interplay in tax laws between those jurisdictions as well as the inherent uncertainty in estimating the final resolution of complex tax audit matters, our estimates of income tax liabilities may differ from actual payments or assessments.

While we have support for the positions we take on our tax returns, taxing authorities may assert interpretations of laws and facts and may challenge cross jurisdictional transactions. Cross jurisdictional transactions between our subsidiaries involving the transfer price for products, services, and/or intellectual property as well as various U.S. state tax matters comprise our more significant income tax exposures. The gross liability for unrecognized tax benefits, excluding interest and penalties, was recorded in other liabilities in the Consolidated Balance Sheet in the amount of \$75.1 million at September 30, 2011 and \$66.3 million at September 30, 2010. The amount of net unrecognized tax benefits that would reduce our effective tax rate for continuing operations if recognized was \$30.2 million at September 30, 2011 and \$9.5 million at September 30, 2010. We recognize interest and penalties related to unrecognized tax benefits in tax expense. Total accrued interest and penalties were \$16.9 million at September 30, 2011 and \$26.6 million at September 30, 2010. We believe it is reasonably possible that the amount of unrecognized tax benefits could be reduced by up to \$5.4 million during the next 12 months as a result of the resolution of worldwide tax matters and the lapses of statutes of limitations.

We recorded a valuation allowance for a portion of our deferred tax assets related to net operating loss, tax credit, and capital loss carryforwards (Carryforwards) and certain temporary differences in the amount of \$32.8 million at September 30, 2011 and \$26.7 million at September 30, 2010 based on the projected profitability of the entity in the respective tax jurisdiction. The valuation allowance is based on an evaluation of the uncertainty that the Carryforwards and certain temporary differences will be realized. Our income would increase if we determine we will be able to use more Carryforwards or certain temporary differences than currently expected.

At the end of each interim reporting period, we estimate a base effective tax rate that we expect for the full fiscal year based on our most recent forecast of pretax income, permanent book and tax differences and global tax planning strategies. We use this base rate to provide for income taxes on a year-to-date basis, excluding the effect of significant unusual or extraordinary items and items that are reported net of their related tax effects. We record the tax effect of significant unusual or extraordinary items and items that are reported net of their tax effects in the period in which they occur.

More information regarding income taxes is contained in Note 16 in the Financial Statements.

### **Recent Accounting Pronouncements**

See Note 1 in the Financial Statements regarding recent accounting pronouncements.

**Table of Contents**

**Item 7A. *Quantitative and Qualitative Disclosures About Market Risk***

We are exposed to market risk during the normal course of business from changes in foreign currency exchange rates and interest rates. We manage exposure to these risks through a combination of normal operating and financing activities and derivative financial instruments in the form of foreign currency forward exchange contracts. We sometimes use interest rate swap contracts to manage the balance of fixed and floating rate debt.

**Foreign Currency Risk**

We are exposed to foreign currency risks that arise from normal business operations. These risks include the translation of local currency balances of foreign subsidiaries, transaction gains and losses associated with intercompany loans with foreign subsidiaries and transactions denominated in currencies other than a location's functional currency. Our objective is to minimize our exposure to these risks through a combination of normal operating activities and the use of foreign currency forward exchange contracts. Contracts are usually denominated in currencies of major industrial countries. The fair value of our foreign currency forward exchange contracts is an asset of \$29.6 million and a liability of \$7.7 million at September 30, 2011. We enter into these contracts with major financial institutions that we believe to be creditworthy.

We do not enter into derivative financial instruments for speculative purposes. We do not hedge our exposure to the translation of reported results of foreign subsidiaries from local currency to U.S. dollars. In 2011 and 2010, the relative weakening of the U.S. dollar versus foreign currencies had a favorable impact on our revenues and results of operations. While future changes in foreign currency exchange rates are difficult to predict, our revenues and profitability may be adversely affected if the U.S. dollar strengthens relative to 2011 levels.

Certain of our locations have assets and liabilities denominated in currencies other than their functional currencies. We enter into foreign currency forward exchange contracts to offset the transaction gains or losses associated with some of these assets and liabilities. For such assets and liabilities without offsetting foreign currency forward exchange contracts, a 10 percent adverse change in the underlying foreign currency exchange rates would reduce our pre-tax income by approximately \$15 million.

We record all derivatives on the balance sheet at fair value regardless of the purpose for holding them. The use of these contracts allows us to manage transactional exposure to exchange rate fluctuations as the gains or losses incurred on the foreign currency forward exchange contracts will offset, in whole or in part, losses or gains on the underlying foreign currency exposure. Derivatives that are not designated as hedges for accounting purposes are adjusted to fair value through earnings. For derivatives that are hedges, depending on the nature of the hedge, changes in fair value are either offset by changes in the fair value of the hedged assets, liabilities or firm commitments through earnings or recognized in other comprehensive loss until the hedged item is recognized in earnings. We recognize the ineffective portion of a derivative's change in fair value in earnings immediately. The ineffective portion was not significant in 2011 and 2010. A hypothetical 10 percent adverse change in underlying foreign currency exchange rates associated with these contracts would not be significant to our financial condition or results of operations.

**Table of Contents**

**Interest Rate Risk**

In addition to existing cash balances and cash provided by normal operating activities, we use a combination of short-term and long-term debt to finance operations. We are exposed to interest rate risk on certain of these debt obligations.

Our short-term debt obligations relate to commercial paper borrowings and bank borrowings. We had no outstanding commercial paper or bank borrowings at September 30, 2011 and 2010. In October 2011, we borrowed \$275 million in commercial paper in order to partially fund a \$300 million discretionary contribution to our U.S. qualified pension trust. Due to the low level of variable-rate borrowings in 2011 and 2010, interest rate changes would not have had a material impact on interest expense.

We had outstanding fixed rate long-term debt obligations with carrying values of \$905.0 million at September 30, 2011 and \$904.9 million at September 30, 2011. The fair value of this debt was \$1,125.4 million at September 30, 2011 and \$1,073.8 million at September 30, 2010. The potential reduction in fair value on such fixed-rate debt obligations from a hypothetical 10 percent increase in market interest rates would not be material to the overall fair value of the debt. We currently have no plans to repurchase our outstanding fixed-rate instruments before their maturity and, therefore, fluctuations in market interest rates would not have an effect on our results of operations or shareowners' equity.

**Table of Contents****Item 8. Financial Statements and Supplementary Data****CONSOLIDATED BALANCE SHEET**  
(in millions)

	<b>September 30,</b>	
	<b>2011</b>	<b>2010</b>
<b>ASSETS</b>		
<b>Current assets</b>		
Cash and cash equivalents	\$ 988.9	\$ 813.4
Receivables	1,063.4	859.0
Inventories	641.7	603.3
Deferred income taxes	199.6	170.2
Other current assets	181.5	140.7
 Total current assets	 3,075.1	 2,586.6
 Property, net	 561.4	 536.9
Goodwill	952.6	912.5
Other intangible assets, net	218.0	217.3
Deferred income taxes	336.2	324.5
Prepaid pension	4.3	28.3
Other assets	137.3	142.2
 <b>Total</b>	 \$ 5,284.9	 \$ 4,748.3

**LIABILITIES AND SHAREOWNERS EQUITY**

<b>Current liabilities</b>		
Accounts payable	\$ 455.1	\$ 435.7
Compensation and benefits	319.6	300.1
Advance payments from customers and deferred revenue	189.0	184.9
Customer returns, rebates and incentives	154.0	119.5
Other current liabilities	212.2	182.1
 Total current liabilities	 1,329.9	 1,222.3
 Long-term debt	 905.0	 904.9
Retirement benefits	1,059.3	923.4
Other liabilities	242.7	237.3
Commitments and contingent liabilities (Note 17)		
 <b>Shareowners equity</b>		
Common stock (shares issued: 181.4)	181.4	181.4

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Additional paid-in capital	1,381.4	1,344.2
Retained earnings	3,382.8	2,912.4
Accumulated other comprehensive loss	(992.9)	(841.2)
Common stock in treasury, at cost (shares held: 2011, 39.5; 2010, 39.7)	(2,204.7)	(2,136.4)
 Total shareowners' equity	 1,748.0	 1,460.4
 <b>Total</b>	 \$ 5,284.9	 \$ 4,748.3

See Notes to Consolidated Financial Statements.

Table of Contents

**CONSOLIDATED STATEMENT OF OPERATIONS**  
**(in millions, except per share amounts)**

	<b>Year Ended September 30,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Sales			
Products and solutions	\$ 5,430.8	\$ 4,357.9	\$ 3,886.7
Services	569.6	499.1	445.8
	6,000.4	4,857.0	4,332.5
Cost of sales			
Products and solutions	(3,224.0)	(2,576.2)	(2,454.5)
Services	(386.0)	(344.4)	(308.5)
	(3,610.0)	(2,920.6)	(2,763.0)
Gross profit	2,390.4	1,936.4	1,569.5
Selling, general and administrative expenses	(1,461.2)	(1,323.3)	(1,228.0)
Other expense (Note 15)	(2.1)	(8.4)	(6.7)
Interest expense	(59.5)	(60.5)	(60.9)
Income from continuing operations before income taxes	867.6	544.2	273.9
Income tax provision (Note 16)	(170.5)	(103.8)	(56.0)
<b>Income from continuing operations</b>	<b>697.1</b>	<b>440.4</b>	<b>217.9</b>
Income from discontinued operations (Note 13)	0.7	23.9	2.8
<b>Net income</b>	<b>\$ 697.8</b>	<b>\$ 464.3</b>	<b>\$ 220.7</b>
<b>Basic earnings per share:</b>			
Continuing operations	\$ 4.88	\$ 3.09	\$ 1.54
Discontinued operations		0.17	0.02
Net income	\$ 4.88	\$ 3.26	\$ 1.56
<b>Diluted earnings per share:</b>			
Continuing operations	\$ 4.79	\$ 3.05	\$ 1.53
Discontinued operations	0.01	0.17	0.02
Net income	\$ 4.80	\$ 3.22	\$ 1.55

**Weighted average outstanding shares:**

Basic	142.7	142.0	141.6
Diluted	145.2	144.0	142.4

See Notes to Consolidated Financial Statements.

**Table of Contents**

**CONSOLIDATED STATEMENT OF CASH FLOWS**  
**(in millions)**

	<b>Year Ended September 30,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>Continuing operations:</b>			
<b>Operating activities:</b>			
Net income	\$ 697.8	\$ 464.3	\$ 220.7
Income from discontinued operations	(0.7)	(23.9)	(2.8)
Income from continuing operations	697.1	440.4	217.9
Adjustments to arrive at cash provided by operating activities:			
Depreciation	96.5	95.7	101.7
Amortization of intangible assets	34.8	31.6	32.4
Share-based compensation expense	39.5	36.3	27.8
Retirement benefit expense	100.9	89.1	48.5
Pension trust contributions	(184.7)	(181.2)	(28.8)
Deferred income taxes	46.5	57.5	14.7
Net (gain) loss on dispositions of securities and property	(0.9)	5.5	4.4
Income tax benefit from the exercise of stock options	3.1	0.6	0.1
Excess income tax benefit from share-based compensation	(38.1)	(16.1)	(2.4)
Changes in assets and liabilities, excluding effects of acquisitions, divestitures, and foreign currency adjustments:			
Receivables	(207.2)	(131.7)	228.2
Inventories	(41.9)	(166.4)	127.5
Accounts payable	15.0	117.2	(101.1)
Compensation and benefits	16.9	143.9	(56.7)
Income taxes	49.2	(22.7)	(55.5)
Other assets and liabilities	17.0	(5.7)	(32.3)
<b>Cash provided by operating activities</b>	<b>643.7</b>	<b>494.0</b>	<b>526.4</b>
<b>Investing activities:</b>			
Capital expenditures	(120.1)	(99.4)	(98.0)
Acquisition of businesses, net of cash acquired	(45.9)		(30.7)
Proceeds from sales of property and investments	5.1	10.4	8.8
Purchases of short-term investments			(8.4)
Other investing activities			(4.1)
<b>Cash used for investing activities</b>	<b>(160.9)</b>	<b>(89.0)</b>	<b>(132.4)</b>
<b>Financing activities:</b>			
Net repayments of short-term debt			(100.0)
Cash dividends	(211.0)	(173.6)	(164.5)
Purchases of treasury stock (See Note 10 for non-cash financing activities)	(298.7)	(118.8)	(53.5)

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Proceeds from the exercise of stock options	174.0	35.2	11.3
Excess income tax benefit from the exercise of stock options	38.1	16.1	2.4
Other financing activities	(0.3)	(0.3)	(3.1)
<b>Cash used for financing activities</b>	<b>(297.9)</b>	<b>(241.4)</b>	<b>(307.4)</b>
Effect of exchange rate changes on cash	(5.8)	6.8	(24.5)
<b>Cash provided by continuing operations</b>	<b>179.1</b>	<b>170.4</b>	<b>62.1</b>
<b>Discontinued operations:</b>			
Cash used for discontinued operating activities	(3.6)	(0.8)	(0.5)
<b>Cash used for discontinued operations</b>	<b>(3.6)</b>	<b>(0.8)</b>	<b>(0.5)</b>
<b>Increase in cash</b>	<b>175.5</b>	<b>169.6</b>	<b>61.6</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>813.4</b>	<b>643.8</b>	<b>582.2</b>
<b>Cash and cash equivalents at end of year</b>	<b>\$ 988.9</b>	<b>\$ 813.4</b>	<b>\$ 643.8</b>

See Notes to Consolidated Financial Statements.

Table of Contents

**CONSOLIDATED STATEMENT OF SHAREOWNERS' EQUITY**  
**(in millions, except per share amounts)**

	<b>Year Ended September 30,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
<b>Common stock</b> (no shares issued during years)			
Beginning balance	\$ 181.4	\$ 181.4	\$ 216.4
Retirement of treasury shares (Note 10)			(35.0)
Ending balance	181.4	181.4	181.4
<b>Additional paid-in capital</b>			
Beginning balance	1,344.2	1,304.8	1,280.9
Income tax benefits from share-based compensation	41.2	16.7	2.5
Share-based compensation expense	38.7	35.8	27.2
Shares delivered under incentive plans	(42.7)	(13.1)	(5.8)
Ending balance	1,381.4	1,344.2	1,304.8
<b>Retained earnings</b>			
Beginning balance	2,912.4	2,667.2	4,486.1
Net income	697.8	464.3	220.7
Cash dividends (2011, \$1.475 per share; 2010, \$1.22 per share; 2009, \$1.16 per share)	(211.0)	(173.6)	(164.5)
Retirement of treasury shares (Note 10)			(1,846.0)
Shares delivered under incentive plans	(16.4)	(45.5)	(21.3)
Adjustment to adopt new accounting guidance related to defined benefit and postretirement plans, net of tax of \$4.4 (Note 12)			(7.8)
Ending balance	3,382.8	2,912.4	2,667.2
<b>Accumulated other comprehensive loss</b>			
Beginning balance	(841.2)	(727.5)	(319.0)
Other comprehensive loss	(151.7)	(113.7)	(408.5)
Ending balance	(992.9)	(841.2)	(727.5)
<b>Treasury stock</b>			
Beginning balance	(2,136.4)	(2,109.5)	(3,975.6)
Purchases	(299.2)	(120.0)	(50.0)
Retirement of treasury shares (Note 10)			1,881.0
Shares delivered under incentive plans	230.9	93.1	35.1
Ending balance	(2,204.7)	(2,136.4)	(2,109.5)

<b>Total shareowners equity</b>	\$ 1,748.0	\$ 1,460.4	\$ 1,316.4
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See Notes to Consolidated Financial Statements.

**Table of Contents**

**CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME (LOSS)**  
**(in millions)**

	<b>Year Ended September 30,</b>		
	<b>2011</b>	<b>2010</b>	<b>2009</b>
Net income	\$ 697.8	\$ 464.3	\$ 220.7
Other comprehensive loss:			
Unrecognized pension and postretirement benefit plan liabilities (net of tax benefit of \$93.2, \$71.8 and \$193.8)	(178.7)	(126.6)	(360.3)
Currency translation adjustments	23.4	4.4	(53.2)
Net change in unrealized gains and losses on cash flow hedges (net of tax expense of \$2.3, \$5.0 and \$3.1)	3.9	8.3	4.8
Net change in unrealized gains and losses on investment securities, net of tax	(0.3)	0.2	0.2
Other comprehensive loss	(151.7)	(113.7)	(408.5)
Comprehensive income (loss)	\$ 546.1	\$ 350.6	\$ (187.8)

See Notes to Consolidated Financial Statements.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS**

**1. Basis of Presentation and Accounting Policies**

Rockwell Automation, Inc. (the Company or Rockwell Automation) is a leading global provider of industrial automation power, control and information solutions that help manufacturers achieve a competitive advantage for their businesses.

*Basis of Presentation*

Except as indicated, amounts reflected in the consolidated financial statements or the notes thereto relate to our continuing operations.

*Principles of Consolidation*

The accompanying consolidated financial statements include the accounts of the Company and its wholly-owned and controlled majority owned subsidiaries. Intercompany accounts and transactions have been eliminated in consolidation. Investments in affiliates over which we do not have the ability to exert significant influence are accounted for using the equity or cost methods of accounting. These affiliated companies are not material individually or in the aggregate to our financial position, results of operations or cash flows.

*Use of Estimates*

The consolidated financial statements have been prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP), which require us to make estimates and assumptions that affect the reported amounts of assets and liabilities at the date of the consolidated financial statements and revenues and expenses during the periods reported. Actual results could differ from those estimates. We use estimates in accounting for, among other items, customer returns, rebates and incentives; allowance for doubtful accounts; excess and obsolete inventory; share-based compensation; acquisitions; product warranty obligations; retirement benefits; litigation, claims and contingencies, including environmental matters, conditional asset retirement obligations and contractual indemnifications; and income taxes. We account for changes to estimates and assumptions prospectively when warranted by factually based experience.

*Revenue Recognition*

Product and solution revenues consist of industrial automation power, control and information; hardware and software products; and custom-engineered systems. Service revenues include multi-vendor customer technical support and repair, asset management and optimization consulting and training. All service revenue recorded in our results of operations is associated with our Control Product & Solutions segment.

For approximately 85 percent of our consolidated sales, we record sales when all of the following have occurred: an agreement of sale exists; pricing is fixed or determinable; collection is reasonably assured; and product has been delivered and acceptance has occurred, as may be required according to contract terms, or services have been rendered. Although the majority of our sales agreements contain standard terms and conditions, our Control Product & Solutions business also sells certain products, solutions and services that require separate delivery. We divide these arrangements into separate deliverables and revenue is allocated to each deliverable based on the relative selling price of each element provided the delivered elements have value to customers on a standalone basis and delivery or performance of the undelivered items is probable and substantially in our control.

We recognize substantially all of the remainder of our sales as construction-type contracts using either the percentage-of-completion or completed contract method of accounting. We record sales relating to these contracts using the percentage-of-completion method when we determine that progress toward completion is reasonably and reliably estimable; we use the completed contract method for all others. Under the percentage-of-completion method, we recognize sales and gross profit as work is performed using the relationship between actual costs incurred and total estimated costs at completion. Under the percentage-of-completion method, we adjust sales and gross profit for revisions of estimated total contract costs or revenue in the period the change is identified. We record estimated losses on contracts when they are identified.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. Basis of Presentation and Accounting Policies (Continued)**

We use contracts and customer purchase orders to determine the existence of an agreement of sale. We use shipping documents and customer acceptance, when applicable, to verify delivery. We assess whether the fee is fixed or determinable based on the payment terms associated with the transaction and whether the sales price is subject to refund or adjustment. We assess collectibility based on the creditworthiness of the customer as determined by credit evaluations and analysis, as well as the customer's payment history.

Shipping and handling costs billed to customers are included in sales and the related costs are included in cost of sales in the Consolidated Statement of Operations.

*Returns, Rebates and Incentives*

Our primary incentive program provides distributors with cash rebates or account credits based on agreed amounts that vary depending on the customer to whom our distributor ultimately sells the product. We also offer various other incentive programs that provide distributors and direct sale customers with cash rebates, account credits or additional products and services based on meeting specified program criteria. Certain distributors are offered a right to return product, subject to contractual limitations.

We record accruals for customer returns, rebates and incentives at the time of sale based primarily on historical experience. Returns, rebates and incentives are recognized as a reduction of sales if distributed in cash or customer account credits. Rebates and incentives are recognized in cost of sales for additional products and services to be provided. Accruals are reported as a current liability in our balance sheet or, where a right of offset exists, as a reduction of accounts receivable.

*Taxes on Revenue Producing Transactions*

Taxes assessed by governmental authorities on revenue producing transactions, including sales, value added, excise and use taxes, are recorded on a net basis (excluded from revenue).

*Cash and Cash Equivalents*

Cash and cash equivalents include time deposits and certificates of deposit with original maturities of three months or less at the time of purchase.

*Receivables*

We record allowances for doubtful accounts based on customer-specific analysis and general matters such as current assessments of past due balances and economic conditions. Receivables are stated net of allowances for doubtful accounts of \$26.1 million at September 30, 2011 and \$17.9 million at September 30, 2010. In addition, receivables are stated net of an allowance for certain customer returns, rebates and incentives of \$8.0 million at September 30, 2011 and \$16.4 million at September 30, 2010.

*Inventories*

Inventories are stated at the lower of cost or market using the first-in, first-out (FIFO) or average cost methods. Market is determined on the basis of estimated realizable values.

*Property*

Property, including internal use software, is stated at cost. We calculate depreciation of property using the straight-line method over 15 to 40 years for buildings and improvements, 3 to 14 years for machinery and equipment and 3 to 10 years for computer hardware and internal-use software. We capitalize significant renewals and enhancements and write off replaced units. We expense maintenance and repairs, as well as renewals of minor amounts.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. Basis of Presentation and Accounting Policies (Continued)**

*Intangible Assets*

Goodwill and other intangible assets generally result from business acquisitions. We account for business acquisitions by allocating the purchase price to tangible and intangible assets acquired and liabilities assumed at their fair values; the excess of the purchase price over the allocated amount is recorded as goodwill.

We review goodwill and other intangible assets with indefinite useful lives for impairment annually or more frequently if events or circumstances indicate impairment may be present. Any excess in carrying value over the estimated fair value is charged to results of operations. We perform an annual impairment test during the second quarter of our fiscal year.

We amortize certain customer relationships on an accelerated basis over the period of which we expect the intangible asset to generate future cash flows. We amortize all other intangible assets with finite useful lives on a straight-line basis over their estimated useful lives. Useful lives assigned range from 2 to 10 years for trademarks, 7 to 20 years for customer relationships, 7 to 17 years for technology and 2 to 30 years for other intangible assets.

Intangible assets also include costs of software developed by our software business to be sold, leased or otherwise marketed. Amortization of developed computer software products is calculated on a product-by-product basis as the greater of (a) the unamortized cost at the beginning of the year times the ratio of the current year gross revenue for a product to the total of the current and anticipated future gross revenue for that product, (b) the straight-line amortization over the remaining estimated economic life of the product or (c) one-fourth of the total deferred software cost for the project.

*Impairment of Long-Lived Assets*

We evaluate the recoverability of the recorded amount of long-lived assets whenever events or changes in circumstances indicate that the recorded amount of an asset may not be fully recoverable. Impairment is assessed when the undiscounted expected future cash flows derived from an asset are less than its carrying amount. If we determine that an asset is impaired, we measure the impairment to be recognized as the amount by which the recorded amount of the asset exceeds its fair value. We report assets to be disposed of at the lower of the recorded amount or fair value less cost to sell. We determine fair value using a discounted future cash flow analysis.

*Derivative Financial Instruments*

We use derivative financial instruments in the form of foreign currency forward exchange contracts to manage foreign currency risks. We use foreign currency forward exchange contracts to offset changes in the amount of future cash flows associated with certain third-party sale and intercompany transactions expected to occur within the next two years (cash flow hedges) and changes in the fair value of certain assets and liabilities resulting from intercompany loans and other transactions with third parties denominated in foreign currencies. Our accounting method for derivative financial instruments is based upon the designation of such instruments as hedges under U.S. GAAP. It is our policy to execute such instruments with global financial institutions that we believe to be creditworthy and not to enter into derivative financial instruments for speculative purposes. Foreign currency forward exchange contracts are usually denominated in currencies of major industrial countries.

*Foreign Currency Translation*

We translate assets and liabilities of subsidiaries operating outside of the United States with a functional currency other than the U.S. dollar into U.S. dollars using exchange rates at the end of the respective period. We translate sales, costs and expenses at average exchange rates effective during the respective period. We report foreign currency translation adjustments as a component of other comprehensive loss. Currency transaction gains and losses are included in the results of operations in the period incurred.

*Research and Development Expenses*

We expense research and development (R&D) costs as incurred; these costs were \$254.4 million in 2011, \$198.9 million in 2010 and \$170.0 million in 2009. We include R&D expenses in cost of sales in the Consolidated Statement of Operations.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****1. Basis of Presentation and Accounting Policies (Continued)***Income Taxes*

We account for uncertain tax positions by determining whether it is more likely than not that a tax position will be sustained upon examination based on the technical merits of the position. For tax positions that meet the more-likely-than-not recognition threshold, we determine the amount of benefit to recognize in the financial statements.

*Earnings Per Share*

We present basic and diluted earnings per share (EPS) amounts. Basic EPS is calculated by dividing earnings available to common shareowners, which is income excluding the allocation to participating securities, by the weighted average number of common shares outstanding during the year, excluding unvested restricted stock. Diluted EPS amounts are based upon the weighted average number of common and common equivalent shares outstanding during the year. We use the treasury stock method to calculate the effect of outstanding share-based compensation awards, which requires us to compute total employee proceeds as the sum of (a) the amount the employee must pay upon exercise of the award, (b) the amount of unearned share-based compensation costs attributed to future services and (c) the amount of tax benefits, if any, that would be credited to additional paid-in capital assuming exercise of the award. Share-based compensation awards for which the total employee proceeds of the award exceed the average market price of the same award over the period have an antidilutive effect on EPS, and accordingly, we exclude them from the calculation. Antidilutive share-based compensation awards for the years ended September 30, 2011 (2.1 million shares), 2010 (4.9 million shares) and 2009 (7.5 million shares) were excluded from the diluted EPS calculation. U.S. GAAP requires unvested share-based payment awards that contain non-forfeitable rights to dividends or dividend equivalents, whether paid or unpaid, to be treated as participating securities and included in the computation of earnings per share pursuant to the two-class method. Our participating securities are composed of unvested restricted stock and non-employee director restricted stock units.

The following table reconciles basic and diluted EPS amounts (in millions, except per share amounts):

	2011	2010	2009
Income from continuing operations	\$ 697.1	\$ 440.4	\$ 217.9
Less: Allocation to participating securities	(1.4)	(1.0)	(0.5)
Income from continuing operations available to common shareowners	\$ 695.7	\$ 439.4	\$ 217.4
Income from discontinued operations	\$ 0.7	\$ 23.9	\$ 2.8
Less: Allocation to participating securities		(0.1)	
Income from discontinued operations available to common shareowners	\$ 0.7	\$ 23.8	\$ 2.8
Net income	\$ 697.8	\$ 464.3	\$ 220.7
Less: Allocation to participating securities	(1.4)	(1.1)	(0.5)
Net income available to common shareowners	\$ 696.4	\$ 463.2	\$ 220.2
Basic weighted average outstanding shares	142.7	142.0	141.6
Effect of dilutive securities			
Stock options	2.1	1.7	0.7
Performance shares	0.4	0.3	0.1

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Diluted weighted average outstanding shares	145.2	144.0	142.4
Basic earnings per share:			
Continuing operations	\$ 4.88	\$ 3.09	\$ 1.54
Discontinued operations		0.17	0.02
Net income	\$ 4.88	\$ 3.26	\$ 1.56
Diluted earnings per share:			
Continuing operations	\$ 4.79	\$ 3.05	\$ 1.53
Discontinued operations	0.01	0.17	0.02
Net income	\$ 4.80	\$ 3.22	\$ 1.55

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**1. Basis of Presentation and Accounting Policies (Continued)**

*Share-Based Compensation*

We recognize compensation expense on grants of share-based compensation awards on a straight-line basis over the service period of each award recipient.

*Product and Workers' Compensation Liabilities*

We record accruals for product and workers' compensation claims in the period in which they are probable and reasonably estimable. Our principal self-insurance programs include product liability and workers' compensation where we self-insure up to a specified dollar amount. Claims exceeding this amount up to specified limits are covered by policies purchased from commercial insurers. We estimate the liability for the majority of the self-insured claims using our claims experience for the periods being valued.

*Environmental Matters*

We record accruals for environmental matters in the period in which our responsibility is probable and the cost can be reasonably estimated. We make changes to the accruals in the periods in which the estimated costs of remediation change. At third-party environmental sites for which more than one potentially responsible party has been identified, we record a liability for our estimated allocable share of costs related to our involvement with the site as well as an estimated allocable share of costs related to the involvement of insolvent or unidentified parties. At environmental sites for which we are the only responsible party, we record a liability for the total estimated costs of remediation. We do not discount to their present value future expenditures for environmental remediation obligations. If we determine that recovery from insurers or other third parties is probable, we record a receivable for the estimated recovery.

*Conditional Asset Retirement Obligations*

We accrue for costs related to a legal obligation associated with the retirement of a tangible long-lived asset that results from the acquisition, construction, development or the normal operation of the long-lived asset. The obligation to perform the asset retirement activity is not conditional even though the timing or method may be conditional.

*Reclassifications*

Certain prior year amounts have been reclassified to conform to the current year presentation.

*Recent Accounting Pronouncements*

In September 2011, the Financial Accounting Standards Board (FASB) issued guidance to amend and simplify the rules related to testing goodwill for impairment. The revised guidance allows an entity to make an initial qualitative evaluation, based on the entity's events and circumstances, to determine whether it is more likely than not that the fair value of a reporting unit is less than its carrying amount. The results of this qualitative assessment determine whether it is necessary to perform the currently required two-step impairment test. The new guidance is effective for us beginning October 1, 2012. Early adoption is permitted. The adoption of this guidance will not have a material effect on our consolidated financial statements and related disclosures.

In June 2011, the FASB issued new accounting guidance related to the presentation of comprehensive income that eliminates the current option to report other comprehensive income and its components in the statement of changes in equity. Under this guidance, an entity can elect to present items of net income and other comprehensive income in one continuous statement or two consecutive statements. This guidance is effective for us beginning October 1, 2012. The adoption of this guidance will not have a material effect on our consolidated financial statements and related disclosures.

In May 2011, the FASB issued updated accounting guidance related to fair value measurements and disclosures that result in common fair value measurements and disclosures between U.S. GAAP and International Financial Reporting Standards. This guidance includes amendments that clarify the application of existing fair value measurements and disclosures, in addition to other amendments that change principles or requirements for fair value measurements or disclosures. This guidance is effective for us beginning January 1, 2012. The adoption of this guidance will not have a material effect on our consolidated financial statements and related disclosures.



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****2. Acquisitions**

In April 2011, we acquired certain assets and assumed certain liabilities of Hiprom (Pty) Ltd and its affiliates (Hiprom), a process control and automation systems integrator for the mining and mineral processing industry in South Africa. In May 2011, we purchased a majority stake in the equity of Lektronix Limited and its affiliate (Lektronix), an independent industrial automation repairs and service provider in Europe and Asia. The terms of this acquisition included mirroring put and call options for a fixed price in December 2011 with respect to the remaining minority shares. Accordingly, we recorded the Lektronix share purchase as an acquisition of all outstanding equity interests with a corresponding liability of \$10.9 million related to the put/call option as of the acquisition date. The aggregate purchase price of the Hiprom and Lektronix acquisitions was \$58.8 million. We recorded goodwill of \$34.8 million attributable to intangible assets that do not meet the criteria for separate recognition, including an assembled workforce with industry-wide technical expertise and customer service capabilities. We assigned the full amount of goodwill for Hiprom and Lektronix to our Control Products & Solutions segment. None of the goodwill recorded is expected to be deductible for tax purposes.

In 2009, our Control Products & Solutions segment acquired the assets and assumed certain liabilities of Xi an Hengsheng Science & Technology Company Limited (Hengsheng). Hengsheng delivers automation solutions to the electrical power and other heavy process industries in central and western China. Our Control Products & Solutions segment also acquired a majority of the assets and assumed certain liabilities of the automation business of Rutter Hinz Inc. (Hinz). Hinz offers industrial control systems engineering and related support, with domain expertise in industrial automation, process control and power distribution for the oil and gas industry, and other resource-based industries. The aggregate purchase price of these two acquisitions was \$30.7 million. We recorded goodwill of \$13.6 million resulting from the final purchase price allocations of Hengsheng and Hinz. We expect \$5.9 million of the goodwill to be deductible for tax purposes.

The fair values and weighted average useful lives that have been assigned to the acquired identifiable intangible assets of these acquisitions are:

(in millions, except useful lives)	2011		2009	
	Fair Value	Wtd. Avg. Useful Life	Fair Value	Wtd. Avg. Useful Life
Customer relationships	\$ 14.3	14 years	\$ 6.3	10 years
Technology	1.5	10 years	1.2	8 years
Trademarks	1.3	2 years		
Other intangible assets	0.6	4 years	1.3	4 years

The results of operations of the acquired businesses have been included in our Consolidated Statement of Operations since the dates of acquisition. Pro forma financial information and allocation of the purchase price are not presented as the effects of these acquisitions are not material to our results of operations or financial position.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****3. Goodwill and Other Intangible Assets**

The changes in the carrying amount of goodwill for the years ended September 30, 2011 and 2010 were (in millions):

	Architecture & Software	Control Products & Solutions	Total
Balance as of September 30, 2009	\$ 386.8	\$ 526.4	\$ 913.2
Translation and other	(1.3)	0.6	(0.7)
Balance as of September 30, 2010	385.5	527.0	912.5
Acquisition of businesses		34.8	34.8
Translation and other	1.2	4.1	5.3
Balance as of September 30, 2011	\$ 386.7	\$ 565.9	\$ 952.6

Other intangible assets consist of (in millions):

	Carrying Amount	September 30, 2011 Accumulated Amortization	Net
Amortized intangible assets:			
Computer software products	\$ 101.2	\$ 45.3	\$ 55.9
Customer relationships	72.4	23.2	49.2
Technology	85.1	44.0	41.1
Trademarks	31.2	9.0	22.2
Other	21.6	15.7	5.9
Total amortized intangible assets	311.5	137.2	174.3
Intangible assets not subject to amortization	43.7		43.7
Total	\$ 355.2	\$ 137.2	\$ 218.0

	Carrying Amount	September 30, 2010 Accumulated Amortization	Net
Amortized intangible assets:			
Computer software products	\$ 160.1	\$ 107.3	\$ 52.8
Customer relationships	59.6	16.6	43.0
Technology	83.8	38.0	45.8
Trademarks	32.5	7.6	24.9
Other	23.6	16.5	7.1
Total amortized intangible assets	359.6	186.0	173.6
Intangible assets not subject to amortization	43.7		43.7
Total	\$ 403.3	\$ 186.0	\$ 217.3

Computer software products represent costs of computer software to be sold, leased or otherwise marketed. Computer software products amortization expense was \$16.8 million in 2011, \$13.6 million in 2010 and \$15.8 million in 2009.

The Allen-Bradley® trademark has an indefinite life, and therefore is not subject to amortization.

Estimated amortization expense is \$36.0 million in 2012, \$32.3 million in 2013, \$27.0 million in 2014, \$21.4 million in 2015 and \$16.8 million in 2016.

We performed the annual evaluation of our goodwill and indefinite life intangible assets for impairment during the second quarter of 2011 and concluded these assets are not impaired.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****4. Inventories**

Inventories consist of (in millions):

	September 30,	
	2011	2010
Finished goods	\$ 265.0	\$ 244.2
Work in process	139.4	144.1
Raw materials, parts and supplies	237.3	215.0
Inventories	\$ 641.7	\$ 603.3

We report inventories net of the allowance for excess and obsolete inventory of \$46.3 million at September 30, 2011 and 2010.

**5. Property, net**

Property consists of (in millions):

	September 30,	
	2011	2010
Land	\$ 3.8	\$ 4.8
Buildings and improvements	277.2	270.4
Machinery and equipment	996.3	1,034.0
Internal-use software	368.5	352.9
Construction in progress	74.7	60.3
Total	1,720.5	1,722.4
Less accumulated depreciation	(1,159.1)	(1,185.5)
Property, net	\$ 561.4	\$ 536.9

**6. Long-term and Short-term Debt**

Long-term debt consists of (in millions):

	September 30,	
	2011	2010
5.65% notes, payable in 2017	\$ 250.0	\$ 250.0
6.70% debentures, payable in 2028	250.0	250.0
6.25% debentures, payable in 2037	250.0	250.0
5.20% debentures, payable in 2098	200.0	200.0
Unamortized discount and other	(45.0)	(45.1)
Long-term debt	\$ 905.0	\$ 904.9

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****6. Long-term and Short-term Debt (Continued)**

On March 14, 2011, we replaced our former three-year \$267.5 million unsecured revolving credit facility expiring in March 2012 and our former 364-day \$300.0 million unsecured revolving credit facility expiring in March 2011 with a new four-year \$750.0 million unsecured revolving credit facility. On March 15, 2010, we entered into a 364-day \$300.0 million unsecured revolving credit facility. We have not drawn down under any of these credit facilities at September 30, 2011 or 2010. Borrowings under these credit facilities bear interest based on short-term money market rates in effect during the period the borrowings are outstanding. The terms of these credit facilities contain covenants under which we would be in default if our debt-to-total-capital ratio was to exceed 60 percent. We were in compliance with all covenants under these credit facilities at September 30, 2011 and 2010. Separate short-term unsecured credit facilities of approximately \$127.8 million at September 30, 2011 were available to non-U.S. subsidiaries. There were no significant commitment fees or compensating balance requirements under any of our credit facilities. Borrowings under our credit facilities during fiscal 2011 and 2010 were not significant.

Our short-term debt obligations primarily relate to commercial paper borrowings. At September 30, 2011 and 2010 we had no commercial paper borrowings outstanding.

Interest payments were \$60.1 million during 2011, \$59.4 million during 2010 and \$62.8 million during 2009.

**7. Other Current Liabilities**

Other current liabilities consist of (in millions):

	September 30,	
	2011	2010
Unrealized losses on foreign exchange contracts (Note 9)	\$ 6.3	\$ 18.9
Product warranty obligations (Note 8)	38.5	37.3
Taxes other than income taxes	40.0	33.3
Accrued interest	15.6	15.6
Income taxes payable	31.0	20.6
Other	80.8	56.4
Other current liabilities	\$ 212.2	\$ 182.1

**8. Product Warranty Obligations**

We record a liability for product warranty obligations at the time of sale to a customer based upon historical warranty experience. Most of our products are covered under a warranty period that runs for twelve months from either the date of sale or from installation to a customer. We also record a liability for specific warranty matters when they become known and reasonably estimable. Our product warranty obligations are included in other current liabilities in the Consolidated Balance Sheet.

Changes in product warranty obligations are (in millions):

	September 30,	
	2011	2010
Balance at beginning of period	\$ 37.3	\$ 32.1
Warranties recorded at time of sale	38.2	41.0
Adjustments to pre-existing warranties	(3.9)	(1.8)
Settlements of warranty claims	(33.1)	(34.0)
Balance at end of period	\$ 38.5	\$ 37.3



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****9. Derivative Instruments and Fair Value Measurement**

We use foreign currency forward exchange contracts to manage certain foreign currency risks. We enter into these contracts to offset changes in the amount of future cash flows associated with certain third-party and intercompany transactions denominated in foreign currencies forecasted to occur within the next two years (cash flow hedges). Certain of our locations have assets and liabilities denominated in currencies other than their functional currencies resulting from intercompany loans and other transactions with third parties denominated in foreign currencies. We also enter into foreign currency forward exchange contracts that we do not designate as hedging instruments to offset the transaction gains or losses associated with some of these assets and liabilities.

We recognize all derivative financial instruments as either assets or liabilities at fair value in the Consolidated Balance Sheet. We report in other comprehensive income (loss) the effective portion of the gain or loss on derivative financial instruments that we designate and that qualify as cash flow hedges. We reclassify these gains or losses into earnings in the same periods when the hedged transactions affect earnings. Gains and losses on derivative financial instruments for which we do not elect hedge accounting are recognized in the Consolidated Statement of Operations in each period, based upon the change in the fair value of the derivative financial instruments.

It is our policy to execute such instruments with major financial institutions that we believe to be creditworthy and not to enter into derivative financial instruments for speculative purposes. We diversify our forward exchange contracts among counterparties to minimize exposure to any one of these entities. Most of our forward exchange contracts are denominated in currencies of major industrial countries. The notional values of our forward exchange contracts outstanding at September 30, 2011 were \$725.1 million, of which \$521.6 million were designated as cash flow hedges. Currency pairs (buy / sell) comprising the most significant contract notional value were United States dollar (USD) / euro, USD / Canadian dollar, Swiss franc / USD, Singapore dollar / USD, Swiss franc / Canadian dollar and Swiss franc / euro. We value our forward exchange contracts using a market approach. We use an internally developed valuation model based on inputs including forward and spot prices for currency and interest rate curves. We did not change our valuation techniques during fiscal 2011.

We also use foreign currency denominated debt obligations to hedge portions of our net investments in non-US subsidiaries. The currency effects of the debt obligations are reflected in accumulated other comprehensive loss within shareholders' equity where they offset gains and losses recorded on our net investments globally. At September 30, 2011 we had \$14.1 million of foreign currency denominated debt designated as net investment hedges.

U.S. GAAP defines fair value as the price that would be received for an asset or paid to transfer a liability (exit price) in an orderly transaction between market participants in the principal or most advantageous market for the asset or liability. U.S. GAAP also classifies the inputs used to measure fair value into the following hierarchy:

**Level 1:** Quoted prices in active markets for identical assets or liabilities.

**Level 2:** Quoted prices in active markets for similar assets or liabilities, quoted prices for identical or similar assets or liabilities in markets that are not active, or inputs other than quoted prices that are observable for the asset or liability.

**Level 3:** Unobservable inputs for the asset or liability.

Assets and liabilities measured at fair value on a recurring basis and their location in our Consolidated Balance Sheet were (in millions):

	Balance Sheet Location	Fair Value (Level 2)	
		September 30, 2011	September 30, 2010
Derivatives Designated as Hedging Instruments			
Forward exchange contracts	Other current assets	\$ 15.9	\$ 9.9
Forward exchange contracts	Other assets	1.6	2.7
Forward exchange contracts	Other current liabilities	(5.9)	(8.5)
Forward exchange contracts	Other liabilities	(1.4)	(1.5)

Total	\$	10.2	\$	2.6
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Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****9. Derivative Instruments and Fair Value Measurement (Continued)**

	Balance Sheet Location	Fair Value (Level 2)	
		September 30, 2011	September 30, 2010
Derivatives Not Designated as Hedging Instruments			
Forward exchange contracts	Other current assets	\$ 12.1	\$ 15.6
Forward exchange contracts	Other current liabilities	(0.4)	(10.4)
Total		\$ 11.7	\$ 5.2

The pre-tax amount of gains (losses) recorded in other comprehensive loss related to hedges that would have been recorded in the Consolidated Statement of Operations had they not been so designated was (in millions):

	2011	2010	2009
Forward exchange contracts (cash flow hedges)	\$ 3.0	\$ 9.0	\$ 12.0
Foreign currency denominated debt (net investment hedges)	(0.2)		
Total	\$ 2.8	\$ 9.0	\$ 12.0

Approximately \$10.0 million (\$6.2 million net of tax) of net unrealized gains on cash flow hedges as of September 30, 2011 will be reclassified into earnings during the next 12 months. We expect that these net unrealized gains will be offset when the hedged items are recognized in earnings.

The pre-tax amount of gains (losses) reclassified from accumulated other comprehensive loss into the Consolidated Statement of Operations related to derivative forward exchange contracts designated as cash flow hedges, which offset the related losses and gains on the hedged items during the periods presented, was:

	2011	2010	2009
Sales	\$ 0.3	\$ (2.2)	\$ 7.2
Cost of sales	(3.5)	(2.2)	(3.1)
Total	\$ (3.2)	\$ (4.4)	\$ 4.1

The amount recognized in earnings as a result of ineffective hedges was not significant.

The pre-tax amount of gains (losses) from forward exchange contracts not designated as hedging instruments recognized in the Consolidated Statement of Operations during the periods presented was:

	2011	2010	2009
Other expense	\$ 6.2	\$ (15.8)	\$ 11.7
Cost of sales	0.4	(0.4)	(0.1)
Total	\$ 6.6	\$ (16.2)	\$ 11.6

We also hold financial instruments consisting of cash, accounts receivable, accounts payable and long-term debt. The carrying value of our cash, accounts receivable and accounts payable as reported in our Consolidated Balance Sheet approximates fair value. We base the fair value of long-term debt upon quoted market prices for the same or similar issues. The following is a summary of the carrying value and fair value of our long-term debt (in millions):

	September 30, 2011		September 30, 2010	
	Carrying Value	Fair Value	Carrying Value	Fair Value
Long-term debt	\$ 905.0	\$ 1,125.4	\$ 904.9	\$ 1,073.8

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****10. Shareowners Equity***Common Stock*

At September 30, 2011, the authorized stock of the Company consisted of one billion shares of common stock, par value \$1.00 per share, and 25 million shares of preferred stock, without par value. In 2009, we retired 35 million shares of common stock that we held in our treasury. These shares are now designated as authorized and unissued. At September 30, 2011, 13.9 million shares of common stock were reserved for various incentive plans.

Changes in outstanding common shares are summarized as follows (in millions):

	2011	2010	2009
Beginning balance	141.7	142.1	143.2
Treasury stock purchases	(4.0)	(2.2)	(1.7)
Shares delivered under incentive plans	4.2	1.8	0.6
Ending balance	141.9	141.7	142.1

During September 2011, we repurchased 30,000 shares of common stock for \$1.7 million that did not settle until October 2011. During September 2010, we repurchased 19,700 shares of common stock for \$1.2 million that did not settle until October 2010. These outstanding purchases were recorded in accounts payable at September 30, 2011 and 2010.

*Accumulated Other Comprehensive Loss*

Accumulated other comprehensive loss consists of (in millions):

	September 30,	
	2011	2010
Unrecognized pension and postretirement benefit plan liabilities (Note 12)	\$ (1,033.6)	\$ (854.9)
Accumulated currency translation adjustments	35.5	12.1
Net unrealized gains on cash flow hedges	5.2	1.3
Unrealized gains on investment securities		0.3
Accumulated other comprehensive loss	\$ (992.9)	\$ (841.2)

**11. Share-Based Compensation**

During 2011, 2010 and 2009 we recognized \$39.5 million, \$36.3 million and \$27.8 million of pre-tax share-based compensation expense, respectively. The total income tax benefit related to share-based compensation expense was \$12.9 million during 2011, \$11.9 million during 2010 and \$9.1 million during 2009. We recognize compensation expense on grants of share-based compensation awards on a straight-line basis over the service period of each award recipient. As of September 30, 2011, total unrecognized compensation cost related to share-based compensation awards was \$38.4 million, net of estimated forfeitures, which we expect to recognize over a weighted average period of approximately 1.7 years.

Our 2008 Long-Term Incentives Plan, as amended (2008 Plan), authorizes us to deliver up to 11.2 million shares of our common stock upon exercise of stock options, or upon grant or in payment of stock appreciation rights, performance shares, performance units, restricted stock units and restricted stock. Our 2003 Directors Stock Plan, as amended, authorizes us to deliver up to 0.5 million shares of our common stock upon exercise of stock options or upon grant of shares of our common stock and restricted stock units. Shares relating to awards under our 2008 Plan or our 2000 Long-Term Incentives Plan that terminate by expiration, forfeiture, cancellation or otherwise without the issuance or delivery of shares will be available for further awards under the 2008 Plan. Approximately 5.0 million shares under our 2008 Plan and 0.3 million shares under our 2003 Directors Stock Plan remain available for future grant or payment at September 30, 2011. We use treasury stock to deliver shares of our common stock under these

plans. Our 2008 Plan does not permit share-based compensation awards to be granted after February 6, 2018.

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Share-Based Compensation (Continued)***Stock Options*

We have granted non-qualified and incentive stock options to purchase our common stock under various incentive plans at prices equal to the fair market value of the stock on the grant dates. The exercise price for stock options granted under the plans may be paid in cash, shares of common stock or a combination of cash and shares. Stock options expire ten years after the grant date and vest ratably over three years.

The per share weighted average fair value of stock options granted during the years ended September 30, 2011, 2010 and 2009 was \$21.39, \$13.59 and \$7.75, respectively. The total intrinsic value of stock options exercised was \$157.3 million, \$49.7 million and \$7.4 million during 2011, 2010 and 2009, respectively. We estimated the fair value of each stock option on the date of grant using the Black-Scholes pricing model and the following assumptions:

	2011	2010	2009
Average risk-free interest rate	1.94%	2.15%	1.63%
Expected dividend yield	2.37%	3.16%	2.47%
Expected volatility	0.39	0.41	0.35
Expected term (years)	5.5	5.5	5.4

The average risk-free interest rate is based on U.S. treasury security rates corresponding to the expected term in effect as of the grant date. The expected dividend yield is based on the expected annual dividend as a percentage of the market value of our common stock as of the grant date. We determined expected volatility using daily historical volatility of our stock price over the most recent period corresponding to the expected term as of the grant date. We determined the expected term of the stock options using historical data adjusted for the estimated exercise dates of unexercised options.

A summary of stock option activity for the year ended September 30, 2011 is:

	Shares (in thousands)	Wtd. Avg. Exercise Price	Wtd. Avg. Remaining Contractual Term (years)	Aggregate Intrinsic Value of In-The-Money Options (in millions)
Outstanding at October 1, 2010	10,351	\$ 44.34		
Granted	1,727	69.87		
Exercised	(4,164)	41.46		
Forfeited	(126)	49.08		
Cancelled	(7)	51.94		
Outstanding at September 30, 2011	7,781	51.46	6.8	\$ 72.4
Vested or expected to vest at September 30, 2011	7,480	51.40	6.8	69.6
Exercisable at September 30, 2011	3,911	50.01	5.3	37.0

*Performance Share Awards*

Certain officers and key employees are also eligible to receive shares of our common stock in payment of performance share awards granted to them. Grantees of performance shares will be eligible to receive shares of our common stock

depending upon our total shareholder return, assuming reinvestment of all dividends, relative to the performance of the S&P 500 over a three-year period.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****11. Share-Based Compensation (Continued)**

A summary of performance share activity for the year ended September 30, 2011 is as follows:

	Performance Shares (in thousands)	Wtd. Avg. Grant Date Share Fair Value
Outstanding at October 1, 2010	426	\$ 48.90
Granted	77	87.00
Vested	(104)	70.32
Forfeited	(17)	48.94
Outstanding at September 30, 2011	382	50.70

Maximum potential shares to be delivered in payment under the fiscal 2011 and 2010 awards are 148,960 shares and 270,460 shares, respectively. There will be a 200 percent payout of the target number of shares awarded in fiscal 2009, with a maximum of 345,432 shares to be delivered in payment under the awards in December 2011. There were 42 percent and 13 percent payouts of the target number of shares awarded in fiscal 2008 and 2007, with 43,767 and 10,618 shares delivered in payment under the awards in December 2010 and December 2009, respectively.

The per share fair value of performance share awards granted during the years ended September 30, 2011, 2010 and 2009 was \$87.00, \$54.81 and \$31.82, respectively, which we determined using a Monte Carlo simulation and the following assumptions:

	2011	2010	2009
Average risk-free interest rate	0.63%	1.22%	1.46%
Expected dividend yield	2.01%	2.51%	2.47%
Expected volatility (Rockwell Automation)	0.49	0.48	0.40

The average risk-free interest rate is based on the three-year U.S. treasury security rate in effect as of the grant date. The expected dividend yield is based on the expected annual dividend as a percentage of the market value of our common stock as of the grant date. The expected volatilities were determined using daily historical volatility for the most recent three-year period as of the grant date.

***Restricted Stock and Restricted Stock Units***

We grant restricted stock to certain employees, and non-employee directors may elect to receive a portion of their compensation in restricted stock units. Restrictions on restricted stock generally lapse over periods ranging from one to five years. We value restricted stock and restricted stock units at the closing market value of our common stock on the date of grant. The weighted average grant date fair value of restricted stock and restricted stock unit awards granted during the years ended September 30, 2011, 2010 and 2009 was \$69.00, \$43.76 and \$29.38, respectively. The total fair value of shares vested during the years ended September 30, 2011, 2010, and 2009 was \$4.5 million, \$5.3 million, and \$1.6 million, respectively.

A summary of restricted stock and restricted stock unit activity for the year ended September 30, 2011 is as follows:

Restricted Stock and Restricted Stock Units (in thousands)	Wtd. Avg. Grant Date Share Fair Value
--	--

Outstanding at October 1, 2010	294	\$	44.56
Granted	68		69.00
Vested	(65)		64.05
Forfeited	(21)		42.44
Outstanding at September 30, 2011	276		47.52

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits**

We sponsor funded and unfunded pension plans and other postretirement benefit plans for our employees. The pension plans cover most of our employees and provide for monthly pension payments to eligible employees after retirement. Pension benefits for salaried employees generally are based on years of credited service and average earnings. Pension benefits for hourly employees are primarily based on specified benefit amounts and years of service. Effective July 1, 2010 we closed participation in our U.S. and Canada pension plans to employees hired after June 30, 2010. Employees hired after June 30, 2010 are instead eligible to participate in employee savings plans. The Company contributions are based on age and years of service and range from 3% to 7% of eligible compensation. Effective October 1, 2010, we also closed participation in our UK pension plan to employees hired after September 30, 2010 and these employees are now eligible for a defined contribution plan. Benefits to be provided to plan participants hired before July 1, 2010 or October 1, 2010, respectively, are not affected by these changes. Our policy with respect to funding our pension obligations is to fund the minimum amount required by applicable laws and governmental regulations. We may, however, at our discretion, fund amounts in excess of the minimum amount required by laws and regulations, as we did in 2011 and 2010. Other postretirement benefits are primarily in the form of retirement medical plans that cover most of our United States employees and provide for the payment of certain medical costs of eligible employees and dependents after retirement.

In 2009, we changed our measurement date to September 30 as required by U.S. GAAP. We recorded a reduction in retained earnings of \$12.2 million (\$7.8 million net of tax) in the fourth quarter of 2009 related to this change.

The components of net periodic benefit cost are (in millions):

	Pension Benefits			Other Postretirement Benefits		
	2011	2010	2009	2011	2010	2009
Service cost	\$ 70.1	\$ 68.7	\$ 56.0	\$ 3.5	\$ 3.8	\$ 3.6
Interest cost	163.9	159.7	154.7	10.2	12.5	13.3
Expected return on plan assets	(204.5)	(192.1)	(191.5)			
Amortization:						
Prior service credit	(2.2)	(3.8)	(3.7)	(10.6)	(10.6)	(10.6)
Net transition obligation	0.4	0.4	0.3			
Net actuarial loss	63.7	42.1	16.9	6.4	8.4	9.5
Net periodic benefit cost	\$ 91.4	\$ 75.0	\$ 32.7	\$ 9.5	\$ 14.1	\$ 15.8

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits (Continued)**

Benefit obligation, plan assets, funded status, and net liability information is summarized as follows (in millions):

	Pension Benefits		Other Postretirement Benefits	
	2011	2010	2011	2010
Benefit obligation at beginning of year	\$ 3,179.7	\$ 2,806.9	\$ 209.3	\$ 218.8
Service cost	70.1	68.7	3.5	3.8
Interest cost	163.9	159.7	10.2	12.5
Actuarial losses (gains)	220.5	233.0	(46.0)	(13.4)
Plan amendments		30.4		
Curtailment loss		0.5		
Plan participant contributions	5.7	4.8	11.0	10.4
Benefits paid	(182.4)	(140.5)	(30.2)	(23.4)
Currency translation and other	25.1	16.2	(0.1)	0.6
Benefit obligation at end of year	3,482.6	3,179.7	157.7	209.3
Plan assets at beginning of year	2,486.6	2,207.8		
Actual return on plan assets	50.3	213.8		
Company contributions	184.7	181.2	19.2	13.0
Plan participant contributions	5.7	4.8	11.0	10.4
Benefits paid	(182.4)	(140.5)	(30.2)	(23.4)
Currency translation and other	28.0	19.5		
Plan assets at end of year	2,572.9	2,486.6		
Funded status of plans	\$ (909.7)	\$ (693.1)	\$ (157.7)	\$ (209.3)
Net amount on balance sheet consists of:				
Prepaid pension	\$ 4.3	\$ 28.3	\$	\$
Compensation and benefits	(9.4)	(8.8)	(16.5)	(17.9)
Retirement benefits	(904.6)	(712.6)	(141.2)	(191.4)
Net amount on balance sheet	\$ (909.7)	\$ (693.1)	\$ (157.7)	\$ (209.3)

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits (Continued)**

Amounts included in accumulated other comprehensive loss, net of tax, at September 30, 2011 and 2010 which have not yet been recognized in net periodic benefit cost are as follows (in millions):

	Pension		Other Postretirement Benefits	
	2011	2010	2011	2010
Prior service credit	\$ (2.1)	\$ (3.3)	\$ (28.4)	\$ (35.0)
Net actuarial loss	1,038.0	834.4	26.2	58.6
Net transition (benefit) obligation	(0.1)	0.2		
Total	\$ 1,035.8	\$ 831.3	\$ (2.2)	\$ 23.6

During 2011, we recognized prior service credits of \$12.9 million (\$8.2 million net of tax), net actuarial losses of \$70.1 million (\$44.8 million net of tax) and a net transition obligation of \$0.4 million (\$0.3 million net of tax) in pension and other postretirement net periodic benefit cost, which were included in accumulated other comprehensive loss at September 30, 2010. In 2012 we expect to recognize prior service credits of \$13.2 million (\$8.4 million net of tax), net actuarial losses of \$97.1 million (\$62.5 million net of tax) and a net transition obligation of \$0.2 million (\$0.2 million net of tax) in pension and other postretirement net periodic benefit cost, which are included in accumulated other comprehensive loss at September 30, 2011.

In both 2011 and 2010, we made discretionary pre-tax contributions of \$150.0 million to our U.S. qualified pension plan trust. In October 2011, we made another discretionary pre-tax contribution of \$300.0 million to our U.S. qualified pension plan trust.

The accumulated benefit obligation for our pension plans was \$3,264.9 million and \$2,968.8 million at September 30, 2011 and 2010, respectively.

***Net Periodic Benefit Cost Assumptions***

Significant assumptions used in determining net periodic benefit cost for the period ended September 30 are (in weighted averages):

	Pension Benefits September 30,			Other Postretirement Benefits September 30,		
	2011	2010	2009	2011	2010	2009
<b><u>U.S. Plans</u></b>						
Discount rate	5.60%	6.20%	6.75%	5.10%	6.00%	6.50%
Expected return on plan assets	8.00%	8.00%	8.00%			
Compensation increase rate	4.00%	4.30%	4.20%			
<b><u>Non-U.S. Plans</u></b>						
Discount rate	4.14%	4.67%	5.49%	4.75%	5.00%	6.00%
Expected return on plan assets	6.07%	6.18%	6.30%			
Compensation increase rate	3.09%	2.88%	3.01%			

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits (Continued)***Net Benefit Obligation Assumptions*

Significant assumptions used in determining the benefit obligations are (in weighted averages):

	Pension Benefits September 30,		Other Postretirement Benefits September 30,	
	2011	2010	2011	2010
<b><u>U.S. Plans</u></b>				
Discount rate	5.20%	5.60%	4.90%	5.10%
Compensation increase rate	4.00%	4.00%		
Healthcare cost trend rate <sup>(1)</sup>			8.50%	9.00%
<b><u>Non-U.S. Plans</u></b>				
Discount rate	4.15%	4.14%	4.10%	4.75%
Compensation increase rate	3.03%	3.09%		
Healthcare cost trend rate <sup>(2)</sup>			7.12%	7.56%

(1) The healthcare cost trend rate reflects the estimated increase in gross medical claims costs. As a result of the plan amendment adopted effective October 1, 2002, our effective per person retiree medical cost increase is zero percent beginning in 2005 for the majority of our postretirement benefit plans. For our other plans, we assume the gross healthcare cost trend rate will decrease to 5.50% in 2017.

(2) Decreasing to 4.50% in 2017.

In determining the expected long-term rate of return on assets assumption, we consider actual returns on plan assets over the long term, adjusted for forward-looking considerations, such as inflation, interest rates, equity performance and the active management of the plan's invested assets. We also considered our current and expected mix of plan assets in setting this assumption. This resulted in the selection of the weighted average long-term rate of return on assets assumption. Our global weighted-average asset allocations at September 30, by asset category, are:

Asset Category	Allocation Range		Target Allocation	September 30, 2011 2010	
Equity Securities	30%	65%	55%	54%	56%
Debt Securities	35%	50%	41%	41%	40%
Other	0%	25%	4%	5%	4%

The investment objective for pension funds related to our defined benefit plans is to meet the plan's benefit obligations, while maximizing the long-term growth of assets without undue risk. We strive to achieve this objective by investing plan assets within target allocation ranges and diversification within asset categories. Target allocation ranges are guidelines that are adjusted periodically based on ongoing monitoring by plan fiduciaries. Investment risk is controlled by rebalancing to target allocations on a periodic basis and ongoing monitoring of investment manager performance relative to the investment guidelines established for each manager.

As of September 30, 2011 and 2010, our pension plans do not own our common stock.

In certain countries where we operate, there are no legal requirements or financial incentives provided to companies to pre-fund pension obligations. In these instances, we typically make benefit payments directly from cash as they become due, rather than by creating a separate pension fund.



Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits (Continued)**

The valuation methodologies used for our pension plans' investments measured at fair value are described as follows. There have been no changes in the methodologies used at September 30, 2011 and 2010.

*Common stock* Valued at the closing price reported on the active market on which the individual securities are traded.

*Corporate debt* Valued at either the yields currently available on comparable securities of issuers with similar credit ratings or valued under a discounted cash flow approach that maximizes observable inputs, such as current yields of similar instruments, but includes adjustments for certain risks that may not be observable such as credit and liquidity risks.

*Government securities* Valued at the most recent closing price reported on the active market on which the individual securities are traded.

*Common collective trusts and registered investment companies* Valued at the net asset value (NAV) as determined by the custodian of the fund. The NAV is based on the fair value of the underlying assets owned by the fund, minus its liabilities then divided by the number of units outstanding.

*Private equity investments* Valued at the estimated fair value, as determined by the respective investment company, based on the net asset value of the investment units held at year end which is subject to judgment.

*Insurance contracts* Valued at the aggregate amount of accumulated contribution and investment income less amounts used to make benefit payments and administrative expenses which approximates fair value.

*Other* Consists of other fixed income investments and real estate. Other fixed income investments are valued at the most recent closing price reported on the active market on which the individual securities are traded.

The methods described above may produce a fair value calculation that may not be indicative of net realizable value or reflective of future fair values. Furthermore, while we believe our valuation methods are appropriate and consistent with other market participants, the use of different methodologies or assumptions to determine the fair value of certain financial instruments could result in a different fair value measurement at the reporting date. Refer to Note 9 for further information regarding levels in the fair value hierarchy. The following table presents our pension plans' investments measured at fair value as of September 30, 2011:

	Level 1	Level 2	Level 3	Total
Cash	\$ 23.8	\$	\$	\$ 23.8
Common stock	535.6			535.6
Corporate debt		399.7		399.7
Government securities	248.2			248.2
Common collective trusts		887.1		887.1
Registered investment companies		335.1		335.1
Private equity investments			85.0	85.0
Insurance contracts			27.8	27.8
Other		22.6	8.0	30.6
Total plan investments	\$ 807.6	\$ 1,644.5	\$ 120.8	\$ 2,572.9

Table of Contents**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits (Continued)**

The following table presents our pension plans' investments measured at fair value as of September 30, 2010:

	Level 1	Level 2	Level 3	Total
Cash	\$ 71.6	\$	\$	\$ 71.6
Common stock	573.0			573.0
Corporate debt		363.1		363.1
Government securities	222.1			222.1
Common collective trusts		803.5		803.5
Registered investment companies		326.9		326.9
Private equity investments			62.2	62.2
Insurance contracts			29.4	29.4
Other		23.5	11.3	34.8
Total plan investments	\$ 866.7	\$ 1,517.0	\$ 102.9	\$ 2,486.6

The table below sets forth a summary of changes in fair market value of our pension plans' Level 3 assets for the year ended September 30, 2011.

	Balance October 1, 2010	Realized gains	Unrealized gains (losses)	Purchases, sales, issuances, and settlements, net	Balance September 30, 2011
Private equity investments	\$ 62.2	\$ 3.2	\$ 13.3	\$ 6.3	\$ 85.0
Insurance contracts	29.4		(4.7)	3.1	27.8
Other	11.3		0.2	(3.5)	8.0
	\$ 102.9	\$ 3.2	\$ 8.8	\$ 5.9	\$ 120.8

The table below sets forth a summary of changes in fair market value of our pension plans' Level 3 assets for the year ended September 30, 2010.

	Balance October 1, 2009	Realized gains	Unrealized gains	Purchases, sales, issuances, and settlements, net	Balance September 30, 2010
Private equity investments	\$ 43.1	\$ 1.2	\$ 6.8	\$ 11.1	\$ 62.2
Insurance contracts	27.4		0.4	1.6	29.4
Other	12.3		0.1	(1.1)	11.3
	\$ 82.8	\$ 1.2	\$ 7.3	\$ 11.6	\$ 102.9



**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****12. Retirement Benefits (Continued)***Estimated Future Payments*

We expect to contribute approximately \$339 million related to our worldwide pension plans and \$17 million to our postretirement benefit plans in 2012.

The following benefit payments, which include employees' expected future service, as applicable, are expected to be paid (in millions):

	Pension Benefits	Other Postretirement Benefits
2012	\$ 200.7	\$ 16.9
2013	197.7	15.9
2014	201.5	15.3
2015	206.5	14.5
2016	210.3	13.3
2017 - 2021	1,190.0	54.8

*Other Postretirement Benefits*

A one-percentage point change in assumed healthcare cost trend rates would have the following effect (in millions):

	One-Percentage Point Increase		One-Percentage Point Decrease	
	2011	2010	2011	2010
Increase (decrease) to total of service and interest cost components	\$ 0.2	\$ 0.2	\$ (0.1)	\$ (0.2)
Increase (decrease) to postretirement benefit obligation	2.7	2.3	(2.4)	(1.9)

*Pension Benefits*

Information regarding our pension plans with accumulated benefit obligations in excess of the fair value of plan assets (underfunded plans) at September 30, 2011 and 2010 are as follows (in millions):

	2011	2010
Projected benefit obligation	\$ 3,064.4	\$ 2,912.9
Accumulated benefit obligation	2,876.2	2,711.4
Fair value of plan assets	2,172.7	2,195.7

*Defined Contribution Savings Plans*

We also sponsor certain defined contribution savings plans for eligible employees. Expense related to these plans was \$31.2 million in 2011, \$23.3 million in 2010 and \$30.5 million in 2009.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**13. Discontinued Operations**

During 2011, we recorded a net \$0.7 million benefit from the settlement of an indemnification of Baldor Electric Company and certain tax matters related to divested businesses, partially offset by a change in estimate for an environmental matter pertaining to a discontinued business.

During 2010, we recorded a \$21.3 million tax benefit as a result of the resolution of a domestic tax matter relating to the January 2007 sale of our Dodge mechanical and Reliance Electric motors and repair services businesses. We also recorded a net \$2.6 million after-tax benefit relating to changes in estimate for environmental and legal matters of our divested businesses.

During 2009, we recorded a benefit of \$4.5 million (\$2.8 million net of tax) related to a change in estimate for legal contingencies associated with the former Rockwell International Corporation's (RIC's) operation of the Rocky Flats facility for the U.S. Department of Energy.

**14. Restructuring Charges and Special Items**

During 2011, we paid substantially all of the \$9.9 million accrual balance remaining as of September 30, 2010. The amount of accrual adjustments and non-cash activity was insignificant.

During 2010, we recorded accrual adjustments of \$8.1 million primarily related to severance accruals as employee attrition differed from our original estimates. We recorded the adjustments as a \$5.0 million benefit to selling, general and administrative expenses and a \$3.1 million benefit to cost of sales.

During 2009, we recorded restructuring charges of \$60.4 million (\$41.8 million after tax, or \$0.29 per diluted share) related to actions designed to better align our cost structure with then-current economic conditions. The majority of the charges related to severance benefits recognized pursuant to our severance policy and local statutory requirements. In the Consolidated Statement of Operations for the year ended September 30, 2009, we recorded \$21.0 million of the restructuring charges in cost of sales, and we recorded \$39.4 million in selling, general and administrative expenses.

During 2008, we recorded special items of \$50.7 million (\$34.0 million after tax, or \$0.23 per diluted share) related to restructuring actions designed to better align resources with growth opportunities and to reduce costs as a result of current and anticipated market conditions. This charge was partially offset by the reversal of \$4.0 million (\$3.6 million after tax, or \$0.02 per diluted share) of severance accruals established as part of our 2007 restructuring actions, as employee attrition differed from our original estimates. The 2008 restructuring actions included workforce reductions aimed at streamlining administrative functions, realigning selling resources to the highest anticipated growth opportunities and consolidating business units. The majority of the charges related to severance benefits recognized pursuant to our severance policy and local statutory requirements. In the Consolidated Statement of Operations for the year ended September 30, 2008, we recorded \$4.1 million of the special items in cost of sales, while \$46.6 million was recorded in selling, general and administrative expenses.

During 2007, we recorded special items of \$43.5 million (\$27.7 million after tax, or \$0.17 per diluted share) related to various restructuring actions designed to execute on our cost productivity initiatives and to advance our globalization strategy. Actions included workforce reductions, realignment of administrative functions, and rationalization and consolidation of global operations. In the Consolidated Statement of Operations for the year ended September 30, 2007, \$21.8 million of the special items was recorded in cost of sales, while \$21.7 million was recorded in selling, general and administrative expenses.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****14. Restructuring Charges and Special Items (continued)**

The following tables set forth a summary of restructuring activities during 2010 (in millions):

Actions	September 30, 2009		Non-Cash		September 30, 2010	
	Accrual	Payments	Accrual Adjustments	Activity and Currency	Accrual	
2007 Manufacturing Globalization Employee severance benefits	\$ 9.1	\$ (3.5)	\$ (3.1)	\$ (0.4)	\$ 2.1	
2008 Reduce Cost Structure for Anticipated Market Conditions Employee severance benefits	5.0	(3.5)	(0.6)	0.1	1.0	
2009 Reduce Cost Structure for Global Recession Employee severance benefits	35.7	(23.1)	(4.4)	(1.4)	6.8	
Asset impairments	8.8			(8.8)		
Lease exit costs	2.2	(2.0)		(0.2)		
Total	\$ 60.8	\$ (32.1)	\$ (8.1)	\$ (10.7)	\$ 9.9	

**15. Other Expense**

The components of other expense are (in millions):

	2011	2010	2009
Net gain (loss) on dispositions of securities and property	\$ 0.9	\$ (5.5)	\$ (4.4)
Interest income	6.0	5.0	9.6
Royalty income	3.6	2.4	3.7
Environmental charges	(4.5)	(5.9)	(4.5)
Other	(8.1)	(4.4)	(11.1)
Other expense	\$ (2.1)	\$ (8.4)	\$ (6.7)

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****16. Income Taxes***Selected income tax data from continuing operations (in millions):*

	2011	2010	2009
Components of income before income taxes:			
United States	\$ 364.3	\$ 144.9	\$ 64.7
Non-United States	503.3	399.3	209.2
Total	\$ 867.6	\$ 544.2	\$ 273.9
Components of the income tax provision:			
Current:			
United States	\$ 51.0	\$ 9.7	\$ 15.8
Non-United States	75.0	36.7	42.3
State and local	(2.0)	(0.1)	(16.8)
Total current	124.0	46.3	41.3
Deferred:			
United States	46.6	41.2	11.0
Non-United States	(5.2)	13.1	1.9
State and local	5.1	3.2	1.8
Total deferred	46.5	57.5	14.7
Income tax provision	\$ 170.5	\$ 103.8	\$ 56.0
Total income taxes paid	\$ 118.6	\$ 100.7	\$ 115.2

During 2011, we recognized net discrete tax benefits of \$25.0 million related to the favorable resolution of worldwide tax matters and the retroactive extension of the U.S. federal research credit.

During 2010, we recognized discrete tax benefits of \$27.2 million primarily related to the favorable resolution of tax matters, partially offset by discrete tax expenses of \$9.6 million primarily related to the impact of a change in Mexican tax law and interest related to unrecognized tax benefits.

During 2009, we recognized discrete tax benefits of \$20.5 million related to the retroactive extension of the U.S. federal research tax credit, the resolution of a contractual tax obligation and various state tax matters, partially offset by discrete tax expenses of \$4.2 million related to a non-U.S. subsidiary.

***Effective Tax Rate Reconciliation***

The reconciliation between the U.S. federal statutory rate and our effective tax rate was:

	2011	2010	2009
Statutory tax rate	35.0%	35.0%	35.0%
State and local income taxes	0.7	0.3	(1.2)
Non-United States taxes	(12.7)	(12.8)	(9.4)
Foreign tax credit utilization	0.9	1.3	0.4
Employee stock ownership plan benefit	(0.3)	(0.4)	(0.8)

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Change in valuation allowances	0.8	(3.2)	
Domestic manufacturing deduction	(0.8)	(0.2)	(1.1)
Resolution of prior period tax matters	(2.9)	(4.1)	(7.8)
Other	(1.0)	3.2	5.3
Effective income tax rate	19.7%	19.1%	20.4%

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****16. Income Taxes (Continued)***Deferred Taxes*

The tax effects of temporary differences that give rise to our net deferred income tax assets and liabilities were (in millions):

	2011	2010
Current deferred income tax assets:		
Compensation and benefits	\$ 26.1	\$ 22.0
Product warranty costs	14.1	14.0
Inventory	57.3	50.8
Allowance for doubtful accounts	15.2	14.6
Deferred credits	9.4	10.5
Returns, rebates and incentives	44.3	34.2
Self-insurance reserves	2.2	2.5
Restructuring reserves	1.1	2.4
Net operating loss carryforwards	1.6	1.6
U.S. federal tax credit carryforwards	8.4	0.7
State tax credit carryforwards		0.3
Other net	19.9	16.6
Current deferred income tax assets	199.6	170.2
Long-term deferred income tax assets (liabilities):		
Retirement benefits	\$ 335.4	\$ 316.9
Property	(80.3)	(75.5)
Intangible assets	(28.9)	(24.0)
Environmental reserves	11.9	12.9
Share-based compensation	33.6	36.9
Self-insurance reserves	5.7	6.2
Deferred gains	3.8	4.3
Net operating loss carryforwards	41.6	44.2
Capital loss carryforwards	18.3	11.7
U.S. federal tax credit carryforwards	1.5	1.5
State tax credit carryforwards	3.5	2.5
Other net	22.9	13.6
Subtotal	369.0	351.2
Valuation allowance	(32.8)	(26.7)
Net long-term deferred income tax assets	336.2	324.5
Total deferred income tax assets	\$ 535.8	\$ 494.7

Total deferred tax assets were \$682.8 million at September 30, 2011 and \$627.1 million at September 30, 2010. Total deferred tax liabilities were \$114.2 million at September 30, 2011 and \$105.7 million at September 30, 2010.

We have not provided U.S. deferred taxes for \$1,906.0 million of undistributed earnings of the Company's subsidiaries, since these earnings have been, and under current plans will continue to be, permanently reinvested in these subsidiaries. It is not practicable to estimate the amount of additional taxes that may be payable upon distribution.

We believe it is more likely than not that we will realize current and long-term deferred tax assets through the reduction of future taxable income, other than for the deferred tax assets reflected below. Significant factors we considered in determining the probability of the realization of the deferred tax assets include our historical operating results and expected future earnings.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****16. Income Taxes (Continued)**

Tax attributes and related valuation allowances at September 30, 2011 are (in millions):

Tax Attribute to be Carried Forward	Tax Benefit Amount	Valuation Allowance	Carryforward Period Ends
Non-United States net operating loss carryforward	\$ 7.3	\$ 5.0	2012-2021
Non-United States net operating loss carryforward	12.0	6.2	Indefinite
Non-United States capital loss carryforward	18.3	18.3	Indefinite
United States net operating loss carryforward	8.5		2019-2027
United States tax credit carryforward	9.9		2018-2031
State and local net operating loss carryforward	15.4	0.9	2012-2031
State tax credit carryforward	3.5		2015-2026
Subtotal tax carryforwards	74.9	30.4	
Other deferred tax assets	2.4	2.4	Indefinite
Total	\$ 77.3	\$ 32.8	

The valuation allowance increased \$6.1 million in 2011 and decreased \$17.1 million in 2010 primarily due to the utilization of a non-U.S. capital loss carryforward.

*Unrecognized Tax Benefits*

We operate in numerous taxing jurisdictions and are subject to regular examinations by various U.S. federal, state and foreign jurisdictions for various tax periods. Additionally, we have retained tax liabilities and the rights to tax refunds in connection with various divestitures of businesses in prior years. Our income tax positions are based on research and interpretations of the income tax laws and rulings in each of the jurisdictions in which we do business. Due to the subjectivity of interpretations of laws and rulings in each jurisdiction, the differences and interplay in tax laws between those jurisdictions as well as the inherent uncertainty in estimating the final resolution of complex tax audit matters, our estimates of income tax liabilities may differ from actual payments or assessments.

A reconciliation of our gross unrecognized tax benefits, excluding interest and penalties, is as follows (in millions):

	2011	2010	2009
Gross unrecognized tax benefits balance at beginning of year	\$ 66.3	\$ 116.7	\$ 125.8
Additions based on tax positions related to the current year	22.3	6.3	15.3
Additions based on tax positions related to prior years	9.3	1.0	2.2
Reductions based on tax positions related to prior years	(0.6)	(12.0)	(8.1)
Reductions related to settlements with taxing authorities	(18.5)	(44.0)	(13.3)
Reductions related to lapses of statute of limitations	(3.0)	(3.7)	(3.9)
Effect of foreign currency translation	(0.7)	2.0	(1.3)
Gross unrecognized tax benefits balance at end of year	75.1	66.3	116.7
Offsetting tax benefits	(44.9)	(51.1)	(49.1)
Net unrecognized tax benefits	\$ 30.2	\$ 15.2	\$ 67.6



**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**16. Income Taxes (Continued)**

The amount of gross unrecognized tax benefits that would reduce our effective tax rate if recognized was \$75.1 million (\$30.2 million net of offsetting tax benefits) as of September 30, 2011, \$57.5 million (\$9.5 million net of offsetting tax benefits) as of September 30, 2010 and \$85.2 million (\$40.9 million net of offsetting tax benefits) as of September 30, 2009. Offsetting tax benefits primarily consist of tax receivables and deposits that were recorded in other assets and a foreign tax credit item that was recorded in deferred income taxes.

During 2011, there was no material change in the amount of gross unrecognized tax benefits.

During the next 12 months, we believe it is reasonably possible that the amount of gross unrecognized tax benefits could be reduced by up to \$5.4 million and the amount of offsetting tax benefits could be increased by up to \$2.4 million as a result of the resolution of worldwide tax matters and the lapses of statutes of limitations.

We recognize interest and penalties related to unrecognized tax benefits in tax expense. Accrued interest and penalties were \$16.9 million and \$26.6 million at September 30, 2011 and 2010, respectively. We recognized benefits (expense) related to interest and penalties of \$9.7 million, \$0.9 million, and (\$2.4) million during 2011, 2010 and 2009, respectively.

We conduct business globally and are routinely audited by the various tax jurisdictions in which we operate. We are no longer subject to U.S. federal income tax examinations for years before 2009 and are no longer subject to state, local and foreign income tax examinations for years before 2003.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. Commitments and Contingent Liabilities**

*Environmental Matters*

Federal, state and local requirements relating to the discharge of substances into the environment, the disposal of hazardous wastes and other activities affecting the environment have and will continue to have an effect on our manufacturing operations. Thus far, compliance with environmental requirements and resolution of environmental claims have been accomplished without material effect on our liquidity and capital resources, competitive position or financial condition.

We have been designated as a potentially responsible party at 14 Superfund sites, excluding sites as to which our records disclose no involvement or as to which our potential liability has been finally determined and assumed by third parties. We estimate the total reasonably possible costs we could incur for the remediation of Superfund sites at September 30, 2011 to be \$11.2 million, of which \$3.4 million has been accrued.

Various other lawsuits, claims and proceedings have been asserted against us alleging violations of federal, state and local environmental protection requirements, or seeking remediation of alleged environmental impairments, principally at previously owned properties. As of September 30, 2011, we have estimated the total reasonably possible costs we could incur from these matters to be \$85.3 million. We have recorded environmental accruals for these matters of \$38.9 million. In addition to the above matters, certain environmental liabilities are substantially indemnified by ExxonMobil Corporation. At September 30, 2011, we recorded a liability of \$31.3 million and a receivable of \$30.0 million for these matters. We estimate the total reasonably possible costs that we could incur from these matters to be \$36.7 million.

Based on our assessment, we believe that our expenditures for environmental capital investment and remediation necessary to comply with present regulations governing environmental protection and other expenditures for the resolution of environmental claims will not have a material adverse effect on our liquidity and capital resources, competitive position or financial condition. We cannot assess the possible effect of compliance with future requirements.

*Conditional Asset Retirement Obligations*

We accrue for costs related to a legal obligation associated with the retirement of a tangible long-lived asset that results from the acquisition, construction, development or the normal operation of the long-lived asset. The obligation to perform the asset retirement activity is not conditional even though the timing or method may be conditional. Identified conditional asset retirement obligations include asbestos abatement and remediation of soil contamination beneath current and previously divested facilities. We estimated conditional asset retirement obligations using site-specific knowledge and historical industry expertise. We recorded \$4.7 million in other current liabilities and \$23.9 million in other liabilities for these obligations at September 30, 2011. At September 30, 2010, we recorded liabilities for these asset retirement obligations of \$7.9 million in other current liabilities and \$22.7 million in other liabilities.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****17. Commitments and Contingent Liabilities (Continued)***Lease Commitments*

Rental expense was \$111.5 million in 2011, \$106.0 million in 2010 and \$114.7 million in 2009. Minimum future rental commitments under operating leases having noncancelable lease terms in excess of one year aggregated \$356.1 million as of September 30, 2011 and are payable as follows (in millions):

2012	\$	75.7
2013		58.8
2014		48.8
2015		37.0
2016		27.8
Beyond 2016		108.0
Total	\$	356.1

Commitments from third parties under sublease agreements having noncancelable lease terms in excess of one year aggregated \$1.8 million as of September 30, 2011 and are receivable through 2017 at approximately \$0.3 million per year. Most leases contain renewal options for varying periods, and certain leases include options to purchase the leased property.

*Other Matters*

Various other lawsuits, claims and proceedings have been or may be instituted or asserted against us relating to the conduct of our business, including those pertaining to product liability, environmental, safety and health, intellectual property, employment and contract matters. Although the outcome of litigation cannot be predicted with certainty and some lawsuits, claims or proceedings may be disposed of unfavorably to us, we believe the disposition of matters that are pending or have been asserted will not have a material adverse effect on our business or financial condition.

We (including our subsidiaries) have been named as a defendant in lawsuits alleging personal injury as a result of exposure to asbestos that was used in certain components of our products many years ago. Currently there are a few thousand claimants in lawsuits that name us as defendants, together with hundreds of other companies. In some cases, the claims involve products from divested businesses, and we are indemnified for most of the costs. However, we have agreed to defend and indemnify asbestos claims associated with products manufactured or sold by our former Dodge mechanical and Reliance Electric motors and motor repair services businesses prior to their divestiture by us, which occurred on January 31, 2007. We are also responsible for half of the costs and liabilities associated with asbestos cases against RIC's divested measurement and flow control business. But in all cases, for those claimants who do show that they worked with our products or products of divested businesses for which we are responsible, we nevertheless believe we have meritorious defenses, in substantial part due to the integrity of the products, the encapsulated nature of any asbestos-containing components, and the lack of any impairing medical condition on the part of many claimants. We defend those cases vigorously. Historically, we have been dismissed from the vast majority of these claims with no payment to claimants.

We have maintained insurance coverage that we believe covers indemnity and defense costs, over and above self-insured retentions, for claims arising from our former Allen-Bradley subsidiary. Following litigation against Nationwide Indemnity Company (Nationwide) and Kemper Insurance (Kemper), the insurance carriers that provided liability insurance coverage to Allen-Bradley, we entered into separate agreements on April 1, 2008 with both insurance carriers to further resolve responsibility for ongoing and future coverage of Allen-Bradley asbestos claims. In exchange for a lump sum payment, Kemper bought out its remaining liability and has been released from further insurance obligations to Allen-Bradley. Nationwide entered into a cost share agreement with us to pay the substantial majority of future defense and indemnity costs for Allen-Bradley asbestos claims. We believe that this arrangement with Nationwide will continue to provide coverage for Allen-Bradley asbestos claims throughout the remaining life of the asbestos liability.



**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**17. Commitments and Contingent Liabilities (Continued)**

The uncertainties of asbestos claim litigation make it difficult to predict accurately the ultimate outcome of asbestos claims. That uncertainty is increased by the possibility of adverse rulings or new legislation affecting asbestos claim litigation or the settlement process. Subject to these uncertainties and based on our experience defending asbestos claims, we do not believe these lawsuits will have a material adverse effect on our financial condition.

We have, from time to time, divested certain of our businesses. In connection with these divestitures, certain lawsuits, claims and proceedings may be instituted or asserted against us related to the period that we owned the businesses, either because we agreed to retain certain liabilities related to these periods or because such liabilities fall upon us by operation of law. In some instances the divested business has assumed the liabilities; however, it is possible that we might be responsible to satisfy those liabilities if the divested business is unable to do so.

In connection with the spin-offs of our former automotive component systems business, semiconductor systems business and Rockwell Collins avionics and communications business, the spun-off companies have agreed to indemnify us for substantially all contingent liabilities related to the respective businesses, including environmental and intellectual property matters.

In conjunction with the sale of our Dodge mechanical and Reliance Electric motors and motor repair services businesses, we agreed to indemnify Baldor Electric Company for costs and damages related to certain legal, legacy environmental and asbestos matters of these businesses arising before January 31, 2007, for which the maximum exposure would be capped at the amount received for the sale. We estimate the potential future payments we could incur under these indemnifications may approximate \$16.2 million, of which \$1.6 million has been accrued in other current liabilities and \$10.1 million has been accrued in other liabilities at September 30, 2011. We recorded \$6.4 million and \$11.1 million in other current liabilities and other liabilities, respectively, at September 30, 2010 for these indemnifications. Federal Pacific Electric, a non-operating entity that had been retained following the sale of our Dodge mechanical and Reliance Electric motors and motor repair services businesses, dissolved pursuant to Delaware law on March 31, 2011.

In many countries we provide a limited intellectual property indemnity as part of our terms and conditions of sale. We also at times provide limited intellectual property indemnities in other contracts with third parties, such as contracts concerning the development and manufacture of our products, the divestiture of businesses and the licensing of intellectual property. Due to the number of agreements containing such provisions, we are unable to estimate the maximum potential future payments.

**Table of Contents**

**NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)**

**18. Business Segment Information**

Rockwell Automation is a leading global provider of industrial automation power, control and information solutions that help manufacturers achieve a competitive advantage for their businesses. We determine our operating segments based on the information used by our chief operating decision maker, our Chief Executive Officer, to allocate resources and assess performance. Based upon these criteria, we organized our products and services into two operating segments: Architecture & Software and Control Products & Solutions.

*Architecture & Software*

The Architecture & Software segment contains all of the hardware, software and communication components of our integrated control and information architecture capable of controlling the customer's industrial processes and connecting with their manufacturing enterprise. Architecture & Software has a broad portfolio of products including:

Control platforms that perform multiple control disciplines and monitoring of applications, including discrete, batch, continuous process, drives control, motion control and machine safety control. Our platform products include controllers, electronic operator interface devices, electronic input/output devices, communication and networking products and industrial computers. The information-enabled Logix controllers provide integrated multi-discipline control that is modular and scalable.

Software products that include configuration and visualization software used to operate and supervise control platforms, advanced process control software and manufacturing execution software (MES) that addresses information needs between the factory floor and a customer's enterprise business system.

Other Architecture & Software products, including rotary and linear motion control products, sensors and machine safety components.

*Control Products & Solutions*

The Control Products & Solutions segment combines a comprehensive portfolio of intelligent motor control and industrial control products, application expertise and project management capabilities. This comprehensive portfolio includes:

Low and medium voltage electro-mechanical and electronic motor starters, motor and circuit protection devices, AC/DC variable frequency drives, push buttons, signaling devices, termination and protection devices, relays and timers and condition sensors.

Value-added solutions ranging from packaged solutions such as configured drives and motor control centers to automation and information solutions where we provide design, integration and start-up services for custom-engineered hardware and software systems primarily for manufacturing applications.

Services designed to help maximize a customer's automation investment and provide total life-cycle support, including multi-vendor customer technical support and repair, customized safety solutions, asset management, training and predictive and preventative maintenance.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****18. Business Segment Information (Continued)**

The following tables reflect the sales and operating results of our reportable segments for the years ended September 30 (in millions):

	2011	2010	2009
Sales:			
Architecture & Software	\$ 2,594.3	\$ 2,115.0	\$ 1,723.5
Control Products & Solutions	3,406.1	2,742.0	2,609.0
Total	\$ 6,000.4	\$ 4,857.0	\$ 4,332.5
Segment operating earnings:			
Architecture & Software	\$ 659.1	\$ 475.4	\$ 223.0
Control Products & Solutions	368.5	241.8	206.7
Total (a)	1,027.6	717.2	429.7
Purchase accounting depreciation and amortization	(19.8)	(18.9)	(18.6)
General corporate-net	(80.7)	(93.6)	(80.3)
Interest expense	(59.5)	(60.5)	(60.9)
Special items			4.0
Income from continuing operations before income taxes	\$ 867.6	\$ 544.2	\$ 273.9

(a) Segment operating earnings in 2009 includes restructuring charges of \$60.4 million. See Note 14 for more information.

Among other considerations, we evaluate performance and allocate resources based upon segment operating earnings before income taxes, interest expense, costs related to corporate offices, certain nonrecurring corporate initiatives, gains and losses from the disposition of businesses and incremental acquisition related expenses resulting from purchase accounting adjustments such as intangible asset amortization, depreciation, inventory and purchased research and development charges. Depending on the product, intersegment sales within a single legal entity are either at cost or cost plus a mark-up, which does not necessarily represent a market price. Sales between legal entities are at an appropriate transfer price. We allocate costs related to shared segment operating activities to the segments using a methodology consistent with the expected benefit.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****18. Business Segment Information (Continued)**

The following tables summarize the identifiable assets at September 30 and the provision for depreciation and amortization and the amount of capital expenditures for property for the years ended September 30 for each of the reportable segments and Corporate (in millions):

	2011	2010	2009
Identifiable assets:			
Architecture & Software	\$ 1,608.4	\$ 1,238.8	\$ 1,157.2
Control Products & Solutions	2,116.1	1,897.1	1,723.5
Corporate	1,560.4	1,612.4	1,425.0
Total	\$ 5,284.9	\$ 4,748.3	\$ 4,305.7
Depreciation and amortization:			
Architecture & Software	\$ 60.0	\$ 54.0	\$ 59.6
Control Products & Solutions	51.4	54.3	55.2
Corporate	0.1	0.1	0.7
Total	111.5	108.4	115.5
Purchase accounting depreciation and amortization	19.8	18.9	18.6
Total	\$ 131.3	\$ 127.3	\$ 134.1
Capital expenditures for property:			
Architecture & Software	\$ 28.1	\$ 33.0	\$ 15.7
Control Products & Solutions	38.2	26.6	25.8
Corporate	53.8	39.8	56.5
Total	\$ 120.1	\$ 99.4	\$ 98.0

Identifiable assets at Corporate consist principally of cash, net deferred income tax assets, prepaid pension and property. Property shared by the segments and used in operating activities is also reported in Corporate identifiable assets and Corporate capital expenditures. Corporate identifiable assets include shared net property balances of \$315.7 million, \$293.2 million and \$204.4 million at September 30, 2011, 2010 and 2009, respectively, for which depreciation expense has been allocated to segment operating earnings based on the expected benefit to be realized by each segment. Corporate capital expenditures include \$53.8 million, \$39.1 million and \$56.2 million in 2011, 2010 and 2009, respectively, that will be shared by our operating segments.

We conduct a significant portion of our business activities outside the United States. The following tables present sales and property by geographic region (in millions):

	Sales			Property		
	2011	2010	2009	2011	2010	2009
United States	\$ 2,917.8	\$ 2,456.2	\$ 2,209.2	\$ 446.1	\$ 424.9	\$ 413.7
Canada	396.2	321.0	257.1	9.2	9.7	10.2
Europe, Middle East and Africa	1,267.6	987.3	962.1	42.6	40.3	43.7
Asia-Pacific	910.6	724.3	579.3	36.8	34.2	38.7

Latin America	508.2	368.2	324.8	26.7	27.8	26.2
Total	\$ 6,000.4	\$ 4,857.0	\$ 4,332.5	\$ 561.4	\$ 536.9	\$ 532.5

We attribute sales to the geographic regions based on the country of destination.

In the United States, Canada and certain other countries, we sell our products primarily through independent distributors. In the remaining countries, we sell products through a combination of direct sales and sales through distributors. We sell large systems and service offerings principally through a direct sales force, though opportunities are sometimes identified through distributors. Sales to our largest distributor in 2011, 2010 and 2009 were approximately 10 percent of our total sales.

**Table of Contents****NOTES TO CONSOLIDATED FINANCIAL STATEMENTS (Continued)****19. Quarterly Financial Information (Unaudited)**

	2011 Quarters				
	First	Second	Third	Fourth	2011
	(in millions, except per share amounts)				
Sales	\$ 1,365.8	\$ 1,464.1	\$ 1,516.2	\$ 1,654.3	\$ 6,000.4
Gross profit	543.9	576.5	606.8	663.2	2,390.4
Income from continuing operations before income taxes	186.7	203.6	221.2	256.1	867.6
Income from continuing operations	150.1	166.4	178.8	201.8	697.1
Income from discontinued operations (a)			0.7		0.7
Net income	150.1	166.4	179.5	201.8	697.8
Basic earnings per share:					
Continuing operations	1.06	1.16	1.24	1.41	4.88
Discontinued operations (a)			0.01		
Net income	1.06	1.16	1.25	1.41	4.88
Diluted earnings per share:					
Continuing operations	1.04	1.14	1.22	1.39	4.79
Discontinued operations (a)			0.01		0.01
Net income	1.04	1.14	1.23	1.39	4.80
	2010 Quarters				
	First	Second	Third	Fourth	2010
	(in millions, except per share amounts)				
Sales	\$ 1,067.5	\$ 1,164.5	\$ 1,268.1	\$ 1,356.9	\$ 4,857.0
Gross profit	426.8	473.1	507.3	529.2	1,936.4
Income from continuing operations before income taxes	97.3	133.6	155.5	157.8	544.2
Income from continuing operations	77.8	111.9	119.4	131.3	440.4
(Loss) income from discontinued operations (a)	(1.2)	25.1			23.9
Net income	76.6	137.0	119.4	131.3	464.3
Basic earnings per share:					
Continuing operations	0.55	0.78	0.84	0.93	3.09
Discontinued operations (a)	(0.01)	0.18			0.17
Net income	0.54	0.96	0.84	0.93	3.26
Diluted earnings per share:					
Continuing operations	0.54	0.77	0.83	0.91	3.05
Discontinued operations (a)	(0.01)	0.18			0.17
Net income	0.53	0.95	0.83	0.91	3.22

*Note: The sum of the quarterly per share amounts will not necessarily equal the annual per share amounts presented.*

(a) See Note 13 for more information on discontinued operations.



**Table of Contents**

**REPORT OF INDEPENDENT REGISTERED PUBLIC ACCOUNTING FIRM**

To the Board of Directors and Shareowners of  
Rockwell Automation, Inc.  
Milwaukee, Wisconsin

We have audited the accompanying consolidated balance sheets of Rockwell Automation, Inc. (the Company) as of September 30, 2011 and 2010, and the related consolidated statements of operations, shareowners' equity, cash flows, and comprehensive income (loss) for each of the three years in the period ended September 30, 2011. Our audits also included the financial statement schedules listed in the Index at Item 15(a)(2). We also have audited the Company's internal control over financial reporting as of September 30, 2011, based on criteria established in *Internal Control Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements and financial statement schedules, for maintaining effective internal control over financial reporting, and for its assessment of the effectiveness of internal control over financial reporting, included in the accompanying Management's Report on Internal Control over Financial Reporting. Our responsibility is to express an opinion on these financial statements and financial statement schedules and an opinion on the Company's internal control over financial reporting based on our audits.

We conducted our audits in accordance with the standards of the Public Company Accounting Oversight Board (United States). Those standards require that we plan and perform the audit to obtain reasonable assurance about whether the financial statements are free of material misstatement and whether effective internal control over financial reporting was maintained in all material respects. Our audits of the financial statements included examining, on a test basis, evidence supporting the amounts and disclosures in the financial statements, assessing the accounting principles used and significant estimates made by management, and evaluating the overall financial statement presentation. Our audit of internal control over financial reporting included obtaining an understanding of internal control over financial reporting, assessing the risk that a material weakness exists, testing and evaluating the design and operating effectiveness of internal control based on the assessed risk. Our audits also included performing such other procedures as we considered necessary in the circumstances. We believe that our audits provide a reasonable basis for our opinions.

A company's internal control over financial reporting is a process designed by, or under the supervision of, the company's principal executive and principal financial officers, or persons performing similar functions, and effected by the company's board of directors, management, and other personnel to provide reasonable assurance regarding the reliability of financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. A company's internal control over financial reporting includes those policies and procedures that (1) pertain to the maintenance of records that, in reasonable detail, accurately and fairly reflect the transactions and dispositions of the assets of the company; (2) provide reasonable assurance that transactions are recorded as necessary to permit preparation of financial statements in accordance with generally accepted accounting principles and that receipts and expenditures of the company are being made only in accordance with authorizations of management and directors of the company; and (3) provide reasonable assurance regarding prevention or timely detection of unauthorized acquisition, use, or disposition of the company's assets that could have a material effect on the financial statements.

Because of the inherent limitations of internal control over financial reporting, including the possibility of collusion or improper management override of controls, material misstatements due to error or fraud may not be prevented or detected on a timely basis. Also, projections of any evaluation of the effectiveness of the internal control over financial reporting to future periods are subject to the risk that the controls may become inadequate because of changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Table of Contents**

In our opinion, the consolidated financial statements referred to above present fairly, in all material respects, the financial position of Rockwell Automation, Inc. as of September 30, 2011 and 2010, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2011, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedules, when considered in relation to the basic consolidated financial statements taken as a whole, present fairly, in all material respects, the information set forth therein. Also, in our opinion, the Company maintained, in all material respects, effective internal control over financial reporting as of September 30, 2011, based on the criteria established in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ DELOITTE & TOUCHE LLP

Milwaukee, Wisconsin

November 14, 2011

**Table of Contents**

**Item 9. *Changes in and Disagreements with Accountants on Accounting and Financial Disclosure***

None.

**Item 9A. *Controls and Procedures***

**Evaluation of Disclosure Controls and Procedures**

Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we have evaluated the effectiveness, as of September 30, 2011, of our disclosure controls and procedures, as defined in Rule 13a-15(e) and Rule 15d-15(e) of the Exchange Act. Based on that evaluation, our Chief Executive Officer and Chief Financial Officer have concluded that our disclosure controls and procedures were effective as of September 30, 2011.

**Management's Report on Internal Control Over Financial Reporting**

We are responsible for establishing and maintaining adequate internal control over financial reporting, as defined in Rule 13a-15(f) under the Exchange Act. Our internal control over financial reporting is a process designed to provide reasonable assurance regarding the reliability of our financial reporting and the preparation of financial statements for external purposes in accordance with generally accepted accounting principles. Under the supervision and with the participation of our management, including the Chief Executive Officer and Chief Financial Officer, we evaluated the effectiveness of our internal control over financial reporting based on the framework in *Internal Control – Integrated Framework* issued by the Committee of Sponsoring Organizations of the Treadway Commission (COSO). Based upon that evaluation, management has concluded that our internal control over financial reporting was effective as of September 30, 2011.

The effectiveness of our internal control over financial reporting as of September 30, 2011 has been audited by Deloitte & Touche LLP, as stated in their report that is included on the previous two pages.

Because of its inherent limitations, internal control over financial reporting may not prevent or detect misstatements. Also, projections of any evaluation of effectiveness to future periods are subject to the risk that controls may become inadequate because of the changes in conditions, or that the degree of compliance with the policies or procedures may deteriorate.

**Changes in Internal Control Over Financial Reporting**

As previously disclosed, we are in the process of developing and implementing common global process standards and an enterprise-wide information technology system. In the fourth quarter of 2011, we deployed new business processes and functionality of the system related to our engineering, manufacturing, order management and finance functions to certain locations. In doing so, we modified and enhanced our internal controls over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) as a result of and in connection with the implementation of the new system and processes. Additional implementations will occur to most locations of our company over a multi-year period, with additional phases scheduled throughout fiscal 2012-2014.

There have not been any other changes in our internal control over financial reporting during the quarter ended September 30, 2011 that has materially affected, or is reasonably likely to materially affect, our internal control over financial reporting.

**Item 9B. *Other Information***

None.

**Table of Contents****PART III****Item 10. Directors, Executive Officers and Corporate Governance**

Other than the information below, the information required by this Item is incorporated by reference to the sections entitled *Election of Directors, Information about Director Nominees and Continuing Directors, Board of Directors and Committees* and *Section 16(a) Beneficial Ownership Reporting Compliance* in the 2012 Proxy Statement.

No nominee for director was selected pursuant to any arrangement or understanding between the nominee and any person other than the Company pursuant to which such person is or was to be selected as a director or nominee. See also the information about executive officers of the Company under Item 4A of Part I.

We have adopted a code of ethics that applies to our executive officers, including the principal executive officer, principal financial officer and principal accounting officer. A copy of our code of ethics is posted on our Internet site at <http://www.rockwellautomation.com>. In the event that we amend or grant any waiver from a provision of the code of ethics that applies to the principal executive officer, principal financial officer or principal accounting officer and that requires disclosure under applicable SEC rules, we intend to disclose such amendment or waiver and the reasons therefor on our Internet site.

**Item 11. Executive Compensation**

The information required by this Item is incorporated by reference to the sections entitled *Executive Compensation, Director Compensation* and *Compensation Committee Report* in the 2012 Proxy Statement.

**Item 12. Security Ownership of Certain Beneficial Owners and Management and Related Stockholder Matters**

Other than the information below, the information required by this Item is incorporated by reference to the sections entitled *Stock Ownership by Certain Beneficial Owners* and *Ownership of Equity Securities by Directors and Executive Officers* in the 2012 Proxy Statement.

The following table provides information as of September 30, 2011 about our common stock that may be issued upon the exercise of options, warrants and rights granted to employees, consultants or directors under all of our existing equity compensation plans, including our 2008 Long-Term Incentives Plan, 2000 Long-Term Incentives Plan and 2003 Directors Stock Plan.

Plan Category	Number of Securities to be issued upon Exercise of Outstanding Options, Warrants and Rights (a)	Weighted Average Exercise Price of Outstanding Options, Warrants and Rights (b)	Number of Securities Remaining Available for Future Issuance under Equity Compensation Plans (excluding Securities reflected in Column (a)) (c)
Equity compensation plans approved by shareowners	8,554,915 <sup>(1)</sup>	\$ 51.46	5,310,691 <sup>(2)</sup>
Equity compensation plans not approved by shareowners		n/a	
Total	8,554,915	\$ 51.46	5,310,691

- (1) Represents outstanding options and shares issuable in payment of outstanding performance shares and restricted stock units under our 2008 Long-Term Incentives Plan, 2000 Long-Term Incentives Plan and 2003 Directors Stock Plan.
- (2) Represents 5,008,822 and 301,869 shares available for future issuance under our 2008 Long-Term Incentives Plan and our 2003 Directors Stock Plan, respectively.

**Table of Contents**

**Item 13. *Certain Relationships and Related Transactions, and Director Independence***

The information required by this Item is incorporated by reference to the sections entitled ***Board of Directors and Committees*** and ***Corporate Governance*** in the 2012 Proxy Statement.

**Item 14. *Principal Accountant Fees and Services***

The information required by this Item is incorporated by reference to the section entitled ***Proposal to Approve the Selection of Independent Registered Public Accounting Firm*** in the 2012 Proxy Statement.

**Table of Contents**

**PART IV**

**Item 15. Exhibits and Financial Statement Schedule**

(a) Financial Statements, Financial Statement Schedule and Exhibits

- (1) Financial Statements (all financial statements listed below are those of the Company and its consolidated subsidiaries)

Consolidated Balance Sheet, September 30, 2011 and 2010

Consolidated Statement of Operations, years ended September 30, 2011, 2010 and 2009

Consolidated Statement of Cash Flows, years ended September 30, 2011, 2010 and 2009

Consolidated Statement of Shareowners' Equity, years ended September 30, 2011, 2010 and 2009

Consolidated Statement of Comprehensive Income (Loss), years ended September 30, 2011, 2010 and 2009

Notes to Consolidated Financial Statements

Report of Independent Registered Public Accounting Firm

- (2) Financial Statement Schedule for the years ended September 30, 2011, 2010 and 2009

Schedule II Valuation and Qualifying Accounts	Page S-1
Schedules not filed herewith are omitted because of the absence of conditions under which they are required or because the information called for is shown in the consolidated financial statements or notes thereto.	
(3) Exhibits	

- |       |  |
|-------|--|
| 3-a   | Restated Certificate of Incorporation of the Company, filed as Exhibit 3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2002, is hereby incorporated by reference.   |
| 3-b   | By-Laws of the Company, as amended and restated effective September 3, 2008, filed as Exhibit 3.2 to the Company's Current Report on Form 8-K dated September 8, 2008, are hereby incorporated by reference.   |
| 4-a-1 | Indenture dated as of December 1, 1996 between the Company and The Bank of New York Trust Company, N.A. (formerly JPMorgan Chase, successor to The Chase Manhattan Bank, successor to Mellon Bank, N.A.), as Trustee, filed as Exhibit 4-a to Registration Statement No. 333-43071, is hereby incorporated by reference. |
| 4-a-2 | Form of certificate for the Company's 6.70% Debentures due January 15, 2028, filed as Exhibit 4-b to the Company's Current Report on Form 8-K dated January 26, 1998, is hereby incorporated by reference.   |
| 4-a-3 | Form of certificate for the Company's 5.20% Debentures due January 15, 2008, filed as Exhibit 4-c to the Company's Current Report on Form 8-K dated January 26, 1998, is hereby incorporated by reference.   |
| 4-a-4 | Form of certificate for the Company's 5.65% Notes due December 31, 2017, filed as Exhibit 4.1 to the Company's Current Report on Form 8-K dated December 3, 2007, is hereby incorporated by reference.   |

\* Management contract or compensatory plan or arrangement.



**Table of Contents**

4-a-5	Form of certificate for the Company's 6.25% Debentures due December 31, 2037, filed as Exhibit 4.2 to the Company's Current Report on Form 8-K dated December 3, 2007, is hereby incorporated by reference.
*10-a-1	Copy of resolution of the Board of Directors of the Company, adopted on December 4, 2002, amending the Company's Directors Stock Plan, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, is hereby incorporated by reference.
*10-a-2	Copy of the Company's 2003 Directors Stock Plan, filed as Exhibit 4-d to the Company's Registration Statement on Form S-8 (No. 333-101780), is hereby incorporated by reference.
*10-a-3	Form of Stock Option Agreement under Sections 7(a)(i) and 7(a)(ii) of the 2003 Directors Stock Plan, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, is hereby incorporated by reference.
*10-a-4	Memorandum of Amendments to the Company's 2003 Directors Stock Plan approved and adopted by the Board of Directors of the Company on April 25, 2003, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2003, is hereby incorporated by reference.
*10-a-5	Summary of Non-Employee Director Compensation and Benefits as of October 1, 2011.
*10-a-6	Memorandum of Amendments to the Company's 2003 Directors Stock Plan approved and adopted by the Board of Directors of the Company on November 7, 2007, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, is hereby incorporated by reference.
*10-a-7	Memorandum of Amendments to the Company's 2003 Directors Stock Plan approved and adopted by the Board of Directors of the Company on September 3, 2008, filed as Exhibit 10-b-16 to the Company's Annual Report on Form 10-K for the year ended September 30, 2008, is hereby incorporated by reference.
*10-a-8	Form of Restricted Stock Unit Agreement under Section 6 of the Company's 2003 Director's Stock Plan, as amended, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, is hereby incorporated by reference.
*10-b-1	Copy of the Company's 2000 Long-Term Incentives Plan, as amended through February 4, 2004, filed as Exhibit 10-e-1 to the Company's Annual Report on Form 10-K for the year ended September 30, 2004, is hereby incorporated by reference.
*10-b-2	Memorandum of Proposed Amendments to the Rockwell International Corporation 2000 Long-Term Incentives Plan approved and adopted by the Board of Directors of the Company on June 6, 2001, in connection with the spinoff of Rockwell Collins, filed as Exhibit 10-e-4 to the Company's Annual Report on Form 10-K for the year ended September 30, 2001, is hereby incorporated by reference.
*10-b-3	Forms of Stock Option Agreements under the Company's 2000 Long-Term Incentives Plan, filed as Exhibit 10-e-6 to the Company's Annual Report on Form 10-K for the year ended September 30, 2002, are hereby incorporated by reference.
*10-b-4	Copy of resolutions of the Compensation and Management Development Committee of the Board of Directors of the Company adopted December 5, 2001, amending certain outstanding awards under the Company's 1995 Long-Term Incentives Plan and 2000 Long-Term Incentives Plan, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2001, is hereby incorporated by reference.
*10-b-5	Form of Restricted Stock Agreement under the Company's 2000 Long-Term Incentives Plan, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2001, is hereby incorporated by reference.
*10-b-6	

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Memorandum of Amendments to the Company's 2000 Long-Term Incentives Plan, as amended, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated April 7, 2005, is hereby incorporated by reference.

\*10-b-7

Memorandum of Amendments to the Company's 2000 Long-Term Incentives Plan, as amended, filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated November 4, 2005, is hereby incorporated by reference.

\* Management contract or compensatory plan or arrangement.

**Table of Contents**

*10-b-8	Form of Restricted Stock Agreement under the Company's 2000 Long-Term Incentives Plan, as amended, filed as Exhibit 10.2 to the Company's Current Report on Form 8-K dated November 4, 2005, is hereby incorporated by reference.
*10-b-9	Memorandum of Proposed Amendment and Restatement of the Company's 2000 Long-Term Incentives Plan, as amended, approved and adopted by the Board of Directors of the Company on November 7, 2007, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, is hereby incorporated by reference.
*10-b-10	Forms of Stock Option Agreement under the Company's 2000 Long-Term Incentives Plan, as amended, for options granted to executive officers of the Company after December 1, 2007, filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, is hereby incorporated by reference.
*10-b-11	Form of Restricted Stock Agreement under the Company's 2000 Long-Term Incentives Plan, as amended, for shares of restricted stock awarded after December 1, 2007, filed as Exhibit 10.6 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, is hereby incorporated by reference.
*10-b-12	Form of Performance Share Agreement under the Company's 2000 Long-Term Incentives Plan, as amended, for performance shares awarded after December 1, 2007, filed as Exhibit 10.7 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, is hereby incorporated by reference.
*10-b-13	Copy of resolutions of the Board of Directors of the Company, adopted December 5, 2007 and effective February 6, 2008, amending the Company's 2000 Long-Term Incentives Plan, as amended, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2008, is hereby incorporated by reference.
*10-c-1	Copy of the Company's 2008 Long-Term Incentives Plan, as amended and restated through June 4, 2010, filed as Exhibit 99 to the Company's Current Report on Form 8-K dated June 10, 2010, is hereby incorporated by reference.
*10-c-2	Form of Stock Option Agreement under the Company's 2008 Long-Term Incentives Plan, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2008, is hereby incorporated by reference.
*10-c-3	Form of Restricted Stock Agreement under the Company's 2008 Long-Term Incentives Plan, filed as Exhibit 10-e-3 to the Company's Annual Report on Form 10-K for the year ended September 30, 2008, is hereby incorporated by reference.
*10-c-4	Forms of Stock Option Agreement under the Company's 2008 Long-Term Incentives Plan for options granted to executive officers of the Company after December 1, 2008, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, is hereby incorporated by reference.
*10-c-5	Form of Performance Share Agreement under the Company's 2008 Long-Term Incentives Plan for performance shares awarded after December 1, 2008, filed as Exhibit 10.4 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, is hereby incorporated by reference.
*10-c-6	Form of Restricted Stock Agreement under the Company's 2008 Long-Term Incentives Plan for shares of restricted stock awarded after December 1, 2008, filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, is hereby incorporated by reference.
*10-c-7	Form of Stock Option Agreement under the Company's 2008 Long-Term Incentives Plan, as amended, for options granted to executive officers of the Company after December 6, 2010, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2010, is hereby incorporated by reference.

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- \*10-c-8 Form of Restricted Stock Agreement under the Company's 2008 Long-Term Incentives Plan, as amended, for shares of restricted stock awarded to executive officers of the Company after December 6, 2010, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2010, is hereby incorporated by reference.
- \*10-c-9 Form of Performance Share Agreement under the Company's 2008 Long-Term Incentives Plan, as amended, for performance shares awarded to executive officers of the Company after December 6, 2010, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2010, is hereby incorporated by reference.

\* Management contract or compensatory plan or arrangement.

**Table of Contents**

*10-d	Copy of resolutions of the Compensation and Management Development Committee of the Board of Directors of the Company, adopted February 5, 2003, regarding the Corporate Office vacation plan, filed as Exhibit 10.5 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2003, is hereby incorporated by reference.
*10-e-1	Copy of the Company's Deferred Compensation Plan, as amended and restated September 6, 2006, filed as Exhibit 10-f to the Company's Annual Report on Form 10-K for the year ended September 30, 2006, is hereby incorporated by reference.
*10-e-2	Memorandum of Proposed Amendment and Restatement of the Company's Deferred Compensation Plan approved and adopted by the Board of Directors of the Company on November 7, 2007, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2007, is hereby incorporated by reference.
*10-f	Copy of the Company's Directors Deferred Compensation Plan approved and adopted by the Board of Directors of the Company on November 5, 2008, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2008, is hereby incorporated by reference.
*10-g-1	Copy of the Company's Annual Incentive Compensation Plan for Senior Executive Officers, as amended December 3, 2003, filed as Exhibit 10-i-1 to the Company's Annual Report for the year ended September 30, 2004, is hereby incorporated by reference.
*10-g-2	Copy of the Company's Incentive Compensation Plan, filed as Exhibit 10 to the Company's Current Report on Form 8-K dated September 7, 2005, is hereby incorporated by reference.
*10-g-3	Description of the Company's performance measures and goals for the Company's Incentive Compensation Plan and Annual Incentive Compensation Plan for Senior Executives for fiscal year 2010, contained in the Company's Current Report on Form 8-K dated December 14, 2009, is hereby incorporated by reference.
*10-h-1	Change of Control Agreement dated as of September 27, 2010 between the Company and Keith D. Nosbusch, filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated September 27, 2010, is hereby incorporated by reference.
*10-h-2	Form of Change of Control Agreement dated as of September 27, 2010 between the Company and each of Theodore D. Crandall, Steven A. Eisenbrown, Douglas M. Hagerman, Robert A. Ruff and certain other corporate officers filed as Exhibit 99.2 to the Company's Current Report on Form 8-K dated September 27, 2010, is hereby incorporated by reference.
*10-h-3	Letter Agreement dated September 3, 2009 between the Company and Keith D. Nosbusch, filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated September 8, 2009, is hereby incorporated by reference.
*10-h-4	Letter Agreement dated September 3, 2009 between Registrant and Theodore D. Crandall, filed as Exhibit 99.2 to the Company's Current Report on Form 8-K dated September 8, 2009, is hereby incorporated by reference.
*10-h-5	Description of relocation and expatriate package for Robert A. Ruff, contained in the Company's Current Report on Form 8-K dated April 8, 2011, is hereby incorporated by reference.
10-i-1	Agreement and Plan of Distribution dated as of December 6, 1996, among Rockwell International Corporation (renamed Boeing North American, Inc.), the Company (formerly named New Rockwell International Corporation), Allen-Bradley Company, Inc., Rockwell Collins, Inc., Rockwell Semiconductor Systems, Inc., Rockwell Light Vehicle Systems, Inc. and Rockwell Heavy Vehicle Systems, Inc., filed as Exhibit 10-b to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996, is hereby incorporated by reference.
10-i-2	

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Post-Closing Covenants Agreement dated as of December 6, 1996, among Rockwell International Corporation (renamed Boeing North American, Inc.), The Boeing Company, Boeing NA, Inc. and the Company (formerly named New Rockwell International Corporation), filed as Exhibit 10-c to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996, is hereby incorporated by reference.

\* Management contract or compensatory plan or arrangement.

**Table of Contents**

10-i-3	Tax Allocation Agreement dated as of December 6, 1996, among Rockwell International Corporation (renamed Boeing North American, Inc.), the Company (formerly named New Rockwell International Corporation) and The Boeing Company, filed as Exhibit 10-d to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 1996, is hereby incorporated by reference.
10-j-1	Distribution Agreement dated as of September 30, 1997 by and between the Company and Meritor Automotive, Inc., filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated October 10, 1997, is hereby incorporated by reference.
10-j-2	Employee Matters Agreement dated as of September 30, 1997 by and between the Company and Meritor Automotive, Inc., filed as Exhibit 2.2 to the Company's Current Report on Form 8-K dated October 10, 1997, is hereby incorporated by reference.
10-j-3	Tax Allocation Agreement dated as of September 30, 1997 by and between the Company and Meritor Automotive, Inc., filed as Exhibit 2.3 to the Company's Current Report on Form 8-K dated October 10, 1997, is hereby incorporated by reference.
10-k-1	Distribution Agreement dated as of December 31, 1998 by and between the Company and Conexant Systems, Inc., filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated January 12, 1999, is hereby incorporated by reference.
10-k-2	Amended and Restated Employee Matters Agreement dated as of December 31, 1998 by and between the Company and Conexant Systems, Inc., filed as Exhibit 2.2 to the Company's Current Report on Form 8-K dated January 12, 1999, is hereby incorporated by reference.
10-k-3	Tax Allocation Agreement dated as of December 31, 1998 by and between the Company and Conexant Systems, Inc., filed as Exhibit 2.3 to the Company's Current Report on Form 8-K dated January 12, 1999, is hereby incorporated by reference.
10-l-1	Distribution Agreement dated as of June 29, 2001 by and among the Company, Rockwell Collins, Inc. and Rockwell Scientific Company LLC, filed as Exhibit 2.1 to the Company's Current Report on Form 8-K dated July 11, 2001, is hereby incorporated by reference.
10-l-2	Employee Matters Agreement dated as of June 29, 2001 by and among the Company, Rockwell Collins, Inc. and Rockwell Scientific Company LLC, filed as Exhibit 2.2 to the Company's Current Report on Form 8-K dated July 11, 2001, is hereby incorporated by reference.
10-l-3	Tax Allocation Agreement dated as of June 29, 2001 by and between the Company and Rockwell Collins, Inc., filed as Exhibit 2.3 to the Company's Current Report on Form 8-K dated July 11, 2001, is hereby incorporated by reference.
10-m	\$750,000,000 Four-Year Credit Agreement dated as of March 14, 2011 among the Company, the Banks listed on the signature pages thereof, JPMorgan Chase Bank, N.A., as Administrative Agent, Bank of America, N.A., as Syndication Agent, and Citibank, N.A., The Bank of New York Mellon and Wells Fargo Bank, National Association, as Documentation Agents, filed as Exhibit 99 to the Company's Current Report on Form 8-K dated March 15, 2011, is hereby incorporated by reference.
10-n	Purchase and Sale Agreement dated as of August 24, 2005 by and between the Company and First Industrial Acquisitions, Inc., including the form of Lease Agreement attached as Exhibit I thereto, together with the First Amendment to Purchase and Sale Agreement dated as of September 30, 2005 and the Second Amendment to Purchase and Sale Agreement dated as of October 31, 2005, filed as Exhibit 10-p to the Company's Annual Report on Form 10-K for the year ended September 30, 2005, is hereby incorporated by reference.
10-o-1	Purchase Agreement, dated as of November 6, 2006, by and among Rockwell Automation, Inc., Rockwell Automaton of Ohio, Inc., Rockwell Automation Canada Control Systems, Grupo Industrias Reliance S.A. de C.V., Rockwell Automation GmbH (formerly known as Rockwell International GmbH) and Baldor Electric Company, contained in the Company's Current Report

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on Form 8-K dated November 9, 2006, is hereby incorporated by reference.

\* Management contract or compensatory plan or arrangement.

**Table of Contents**

10-o-2	First Amendment to Purchase Agreement dated as of January 24, 2007 by and among Rockwell Automation, Inc., Rockwell Automation of Ohio, Inc., Rockwell Automation Canada Control Systems, Grupo Industrias Reliance S.A. de C.V., Rockwell Automation GmbH and Baldor Electric Company, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended March 31, 2007, is hereby incorporated by reference.
12	Computation of Ratio of Earnings to Fixed Charges for the Five Years Ended September 30, 2011.
21	List of Subsidiaries of the Company.
23	Consent of Independent Registered Public Accounting Firm.
24	Powers of Attorney authorizing certain persons to sign this Annual Report on Form 10-K on behalf of certain directors and officers of the Company.
31.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data Files.

\* Management contract or compensatory plan or arrangement.

Table of Contents

**SIGNATURES**

Pursuant to the requirements of Section 13 or 15(d) of the Securities Exchange Act of 1934, the registrant has duly caused this report to be signed on its behalf by the undersigned, thereunto duly authorized.

ROCKWELL AUTOMATION, INC.

By /s/ Theodore D. Crandall

Theodore D. Crandall  
Senior Vice President and  
Chief Financial Officer

Dated: November 14, 2011

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on the 14th day of November 2011 by the following persons on behalf of the registrant and in the capacities indicated.

By /s/ Theodore D. Crandall

**Theodore D. Crandall**  
**Senior Vice President and**  
**Chief Financial Officer**  
**(Principal Financial Officer)**

By /s/ David M. Dorgan

**David M. Dorgan**  
**Vice President and Controller**  
**(Principal Accounting Officer)**

Keith D. Nosbusch \*  
**Chairman of the Board,**  
**President and**  
**Chief Executive Officer**  
**(Principal Executive Officer)**  
**and Director**

Betty C. Alewine\*  
**Director**

Verne G. Istock\*  
**Director**

Barry C. Johnson\*  
**Director**

Steven R. Kalmanson\*  
**Director**

James P. Keane\*  
**Director**

William T. McCormick, Jr.\*  
**Director**

Donald R. Parfet \*  
**Director**

David B. Speer\*  
**Director**

\*By /s/ Douglas M. Hagerman

**Douglas M. Hagerman, Attorney-in-fact\*\***

\*\*By authority of powers of attorney filed  
herewith

Table of Contents**SCHEDULE II**

**ROCKWELL AUTOMATION, INC.**  
**VALUATION AND QUALIFYING ACCOUNTS**  
**For the Years Ended September 30, 2011, 2010 and 2009**

Description	Balance at Beginning of Year	Additions Charged to Costs and Expenses	Charged to Other Accounts (in millions)	Deductions(b)	Balance at End of Year
<b>*Year ended September 30, 2011</b>					
Allowance for doubtful accounts (a)	\$ 20.7	\$ 10.2	\$	\$ 2.0	\$ 28.9
Allowance for excess and obsolete inventory	46.3	18.9		18.9	46.3
Valuation allowance for deferred tax assets	26.7	10.6		4.5	32.8
<b>*Year ended September 30, 2010</b>					
Allowance for doubtful accounts (a)	\$ 24.6	\$ 0.7	\$	\$ 4.6	\$ 20.7
Allowance for excess and obsolete inventory	53.2	20.4		27.3	46.3
Valuation allowance for deferred tax assets	43.8	2.3		19.4	26.7
<b>*Year ended September 30, 2009</b>					
Allowance for doubtful accounts (a)	\$ 20.2	\$ 10.1	\$	\$ 5.7	\$ 24.6
Allowance for excess and obsolete inventory	39.7	27.6		14.1	53.2
Valuation allowance for deferred tax assets	45.1	4.2		5.5	43.8

(a) Includes allowances for current and other long-term receivables.

(b) Consists of amounts written off for the allowance for doubtful accounts and excess and obsolete inventory and adjustments resulting from our ability to utilize foreign tax credits, capital losses, or net operating loss carryforwards for which a valuation allowance had previously been recorded.

\* Amounts reported relate to continuing operations in all periods presented.

**Table of Contents**

**INDEX TO EXHIBITS\***

Exhibit No.	Exhibit
10-a-5	Summary of Non-Employee Director Compensation and Benefits as of October 1, 2011.
12	Computation of Ratio of Earnings to Fixed Charges for the Five Years Ended September 30, 2011.
21	List of Subsidiaries of the Company.
23	Consent of Independent Registered Public Accounting Firm.
24	Powers of Attorney authorizing certain persons to sign this Annual Report on Form 10-K on behalf of certain directors and officers of the Company.
31.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
31.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Rule 13a-14(a) of the Securities Exchange Act of 1934.
32.1	Certification of Periodic Report by the Chief Executive Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
32.2	Certification of Periodic Report by the Chief Financial Officer pursuant to Section 906 of the Sarbanes-Oxley Act of 2002.
101	Interactive Data Files.

\* See Part IV, Item 15(a)(3) for exhibits incorporated by reference.