

**ROCKWELL AUTOMATION, INC.
COMPENSATION AND MANAGEMENT DEVELOPMENT
COMMITTEE CHARTER
(September 7, 2005)**

Purpose

The Compensation and Management Development Committee has been constituted by the Board of Directors to discharge the Board's responsibilities relating to compensation of the Corporation's officers and directors and the Corporation's incentive compensation plans and equity-based plans.

Composition and Qualifications

The Committee shall consist of at least three members of the Board, one of whom shall be designated the chairman, and each of whom shall meet the criteria for independence required by the New York Stock Exchange, and, if deemed appropriate, meet the definition of "non-employee director" for purposes of Rule 16b-3 under the Securities Exchange Act of 1934 and "outside director" for purposes of Section 162(m) of the Internal Revenue Code.

The Committee shall meet at least three times a year, with further meetings to occur, or actions to be taken by unanimous written consent, when deemed necessary or desirable. The Committee may form and delegate authority to subcommittees when appropriate.

Duties and Responsibilities

The Committee shall:

1. Review and approve the Corporation's overall executive compensation philosophy.
2. Review and approve salaries and other compensation of all corporate officers, and annually review the salary plan for other executives who are direct reports to the CEO.
3. Review and approve any proposed employment agreement, severance arrangement or change in control provisions applicable to any corporate officer of the Corporation. Review and approve any supplemental benefits, including perquisites and separation payments, proposed to be made available to any corporate officer of the Corporation.
4. Annually review and make recommendations to the Board with respect to the compensation of directors.

5. Evaluate the performance of the Corporation's senior executives and review management development and succession plans for the CEO and other senior executives.
6. Have direct responsibility to annually review and approve corporate goals and objectives relevant to the compensation of the CEO. Evaluate the Corporation's performance and the CEO's performance in light of those goals and objectives, and, either as a committee or together with other independent directors (as determined by the Board), determine and approve the CEO's compensation based on this evaluation. In determining the long-term incentive component of CEO compensation, the Committee will consider the Corporation's performance and relative shareowner return, the value of similar incentive awards to CEOs at comparable companies, and the awards given to the CEO in past years.
7. Have direct responsibility to review the design and competitiveness of and make recommendations to the Board with respect to non-CEO executive officer compensation, and the Corporation's incentive compensation and equity-based plans and programs that are subject to Board approval.
8. Administer and interpret the Corporation's incentive, deferred compensation, and long-term incentives plans pursuant to the terms of the respective plans. Approve grants of stock options and other equity-based awards, taking into consideration the recommendations of management.
9. Have the sole authority to retain and terminate any compensation consultant to be used to assist in the evaluation of director, CEO or senior executive compensation and have sole authority to approve the consultant's fees and other retention terms. Have authority to obtain advice and assistance from internal or external legal, accounting or other advisors.
10. Review and recommend to the Board stock ownership guidelines for corporate officers and directors and, at least annually, review compliance therewith.
11. Have direct responsibility to prepare the compensation committee report on executive compensation as required by the rules of the Securities and Exchange Commission for inclusion in the Corporation's annual proxy statement or annual report on Form 10-K and review the compensation section of the proxy statement.
12. Make regular reports to the Board.
13. Review and reassess the adequacy of this Charter annually and recommend any proposed changes to the Board for approval.
14. Annually review its own performance.