

# Your Go-To Guide for Additional Retirement Benefits



This guide is for U.S. employees who participate in any of the non-qualified retirement plans or are eligible for equity.

# Where to Find the Information You Need

The information in this guide highlights what you need to know about additional retirement benefits for which you may be eligible. Refer to *Your Go-To Guide for a Hassle-Free Retirement at Rockwell Automation* for details about how to apply for other retirement benefits offered by Rockwell Automation.

<b>Your Additional Retirement Benefits At-A-Glance</b>	<b>2 – 3</b>
<b>Payment of Your Non-Qualified Pension Plan Benefit</b>	<b>4 – 9</b>
<b>Distribution of Your Non-Qualified Savings Plan Account</b>	<b>10 – 14</b>
<b>Distribution of Your Deferred Compensation Plan Account</b>	<b>15 – 18</b>
<b>What Happens to Your Stock Options</b>	<b>19 – 20</b>
<b>What Happens to Your Other Equity or Bonus</b>	<b>21</b>
<b>Tools and Resources for Your Additional Retirement Benefits</b>	<b>22</b>

This guide, along with the *Your Go-To Guide for a Hassle-Free Retirement at Rockwell Automation*, is intended to provide general guidance to assist you with your retirement benefit decisions. There may be aspects of your personal situation which might make this general guidance inappropriate for you. You should seek additional guidance regarding your retirement benefit decisions and review any decisions you make with a financial or tax advisor, accountant or attorney.

# Your Additional Retirement Benefits At-A-Glance



## How to Know If You're Eligible for Additional Retirement Benefits

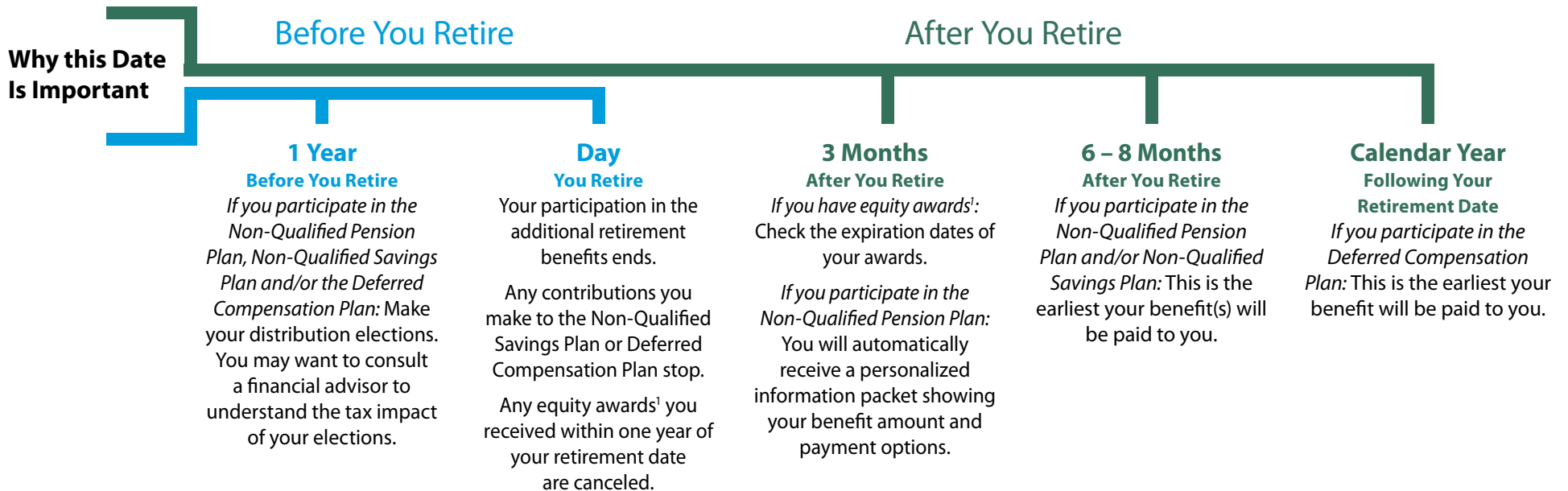
Employees who meet certain criteria are eligible for additional benefits from Rockwell Automation. In general, the criteria are based on pay and job level. Here are the additional benefits that may be available to you:

Benefit	How to Know If You're Eligible For It
<ul style="list-style-type: none"><li>• Non-Qualified Pension Plan</li></ul>	Generally, if you were hired before July 1, 2010, you will find this benefit in the drop-down list when you use the Pension Calculator on <b>Your Benefits Resources</b> (see page 5 of this guide for instructions on how to use the Pension Calculator).
<ul style="list-style-type: none"><li>• Non-Qualified Savings Plan</li><li>• Deferred Compensation Plan</li></ul>	You'll have separate plan account(s) on the Fidelity NetBenefits® website ( <a href="http://www.401k.com">www.401k.com</a> ) if you participate in either of these benefits. You'll also receive annual year-end statement(s) showing the value of your benefits.
<ul style="list-style-type: none"><li>• Stock Options</li><li>• Restricted Stock, Restricted Stock Units and Performance Shares</li></ul>	You received a grant agreement from Rockwell Automation outlining your equity benefit(s), and you will have an account on the equity plans' website through Charles Schwab ( <a href="http://eac.schwab.com">http://eac.schwab.com</a> ).
<ul style="list-style-type: none"><li>• Annual Employee Incentive Plan</li><li>• Incentive Compensation Plan</li></ul>	You may receive a portion of a bonus payment if you are retirement-eligible. Refer to page 21.

### Take Note

Non-qualified retirement plans and equity benefits are closely regulated by the IRS. As you read this guide, you'll discover the rules about when and how your additional retirement benefits may be paid to you are very different from the other retirement benefits you receive from Rockwell Automation, such as the qualified Pension Plan and qualified Retirement Savings Plan. For example, if you participate in the Non-Qualified Pension Plan or the Deferred Compensation Plan, you need to make your final distribution elections at least one year before your retirement date.

## What Happens and When



<sup>1</sup> Equity awards include stock options, restricted stock, restricted stock units and performance shares. Refer to your award agreements for complete details about the terms and conditions regarding your equity awards.

# Payment of Your Non-Qualified Pension Plan Benefit



The Non-Qualified Pension Plan is for employees who are affected by the IRS compensation limits that apply to the Pension Plan or who previously chose to participate in the Deferred Compensation Plan.

## Know the Difference

The Non-Qualified Pension Plan offers a way for you to earn a pension benefit from Rockwell Automation based on all your pay, including pay that's above the qualified Pension Plan's IRS compensation limit or deferred under the Deferred Compensation Plan. If you participate in both pension plans, it's helpful to know some of the key differences between the two types of plans.

	Pension Plan	Non-Qualified Pension Plan
<b>Type of Plan</b>	It's a qualified pension plan, meaning it's protected by the Employee Retirement Income Security Act (ERISA) and subject to compensation limits.	It's a non-qualified pension plan, meaning it's generally not protected by ERISA and not subject to compensation limits.
<b>Earliest Benefit Payment Timing</b>	You can start your pension benefit immediately after your employment ends, and there is no delay of payments if you retire on or after age 65.	The earliest you can receive your benefit is six months after your retirement date. If your benefit is more than the IRS 402(g) limit (\$18,000 for 2016), the timing of your payment is often dictated by regulations. It cannot be paid to you until five years following your retirement date if you make an election at least one year before your retirement date and elect to receive your benefit as a lump-sum cash payment or if you defer annuity payments for five years.
<b>Payment Option Choices</b>	You can choose a recurring monthly annuity payment or lump-sum cash payment, regardless of the amount of your benefit. You can change your election at any time before your benefit is paid.	You have no choice of payment option if the lump-sum value of your benefit is less than the IRS 402(g) limit. If it's more, you can choose a lump-sum cash payment only under very limited circumstances. This includes satisfying the requirement of making your election at least one year before your retirement date, delaying payment for five years and not being able to change your election once it is made.
<b>Rollover Option</b>	If you take a lump-sum cash payment, you can roll it over to another employer's qualified plan or IRA (an Individual Retirement Account or Individual Retirement Annuity) to avoid immediate taxation.	The lump-sum payment cannot be rolled over, and it is taxable when you receive it.

## Get an Estimate of Your Benefit

If you are eligible for the Non-Qualified Pension Plan, you can get an idea of your benefit's value at any time by using the Pension Calculator on **EmployeeConnect**. Here's how to find this information:

- ➔ Go to the Your Benefits Resources™ home page
- ➔ Click on "Savings and Retirement"
- ➔ Select "Project Retirement Income" from the drop-down list
- ➔ Go to the "Project Your Income" tab when prompted
- ➔ Click on "Pension Forms of Payment" toward the top of the page
- ➔ Select the "Rockwell Automation Non-Qualified Plan" in the "Your Benefit" box
- ➔ Click the "Redisplay" button

You can also get help and request an estimate by calling the Rockwell Automation Service Center (RASC) at **1.877.OUR.RASC (1.877.687.7272)**. Be sure to say "retirement" when prompted to reach the team of Retirement Specialists. Typically, estimates are mailed within three weeks following your request.

Refer to the Non-Qualified Pension Plan Summary for more details about your payment options, when your benefit will be paid to you and other specific regulations regarding this Plan. Go to Your Benefits Resources or call the RASC to request a copy.

## Know Your Payment Options and When Your Benefit Will Be Paid

If you are eligible for this Plan, the lump-sum value of your benefit at retirement determines the payment options that are available to you.

Your Benefit's Lump-Sum Value at Retirement	Payment Options Available to You	When Your Benefit Will Be Paid to You	Important Things to Know
<b>Up to the Internal Revenue Code 402(g) limit<sup>1</sup></b>	<ul style="list-style-type: none"> <li>Lump-sum cash payment</li> </ul>	<ul style="list-style-type: none"> <li>First of the month following six months after your retirement date<sup>2</sup></li> </ul>	Your benefit will automatically be paid to you as a lump-sum cash payment.
<b>More than the Internal Revenue Code 402(g) limit<sup>1</sup></b>	<ul style="list-style-type: none"> <li>Monthly annuity payments</li> <li>Lump-sum cash payment (paid to you five years after your retirement date)<sup>3</sup></li> </ul>	<ul style="list-style-type: none"> <li><i>Monthly annuity payments:</i> Commencing the first of the month following six months after your retirement date or five years after your retirement date<sup>3</sup></li> <li><i>Lump-sum cash payment:</i> Five years after your retirement date<sup>3</sup></li> </ul>	<p>Your benefit will be paid to you in the form of a monthly annuity payment. You will automatically receive information about your annuity payment options three months after you retire. You have a one-time opportunity to elect to postpone the start of your monthly annuity for five years following your retirement date. <b>You generally must make this election at least 12 months in advance of your retirement date. Once you make this election, you cannot change it.</b></p> <p>If you prefer to receive your benefit as a lump-sum cash payment, <b>you generally must make a distribution election at least 12 months in advance of your retirement date, and it will be paid five years after your retirement. Once you make this election, you cannot change it.</b></p>

<sup>1</sup>This is the limit on pre-tax contributions to plans like the Retirement Savings Plan. The limit is \$18,000 for 2016, and is subject to change each year.

<sup>2</sup>In keeping with IRS 409A rules, the earliest your benefit from the Non-Qualified Pension Plan can be paid to you is the first of the month following six months after your retirement date. For example, if you retire on December 31 and your benefit amount is less than the IRC 402(g) limit, you will automatically receive your lump-sum cash payment on July 1.

<sup>3</sup>Because this is a non-qualified plan, you are generally required to make an election at least 12 months before your retirement date (refer to the Non-Qualified Pension Plan Summary for details).

## Know How Your Benefit Will Be Taxed

If your benefit is paid to you as a lump-sum cash payment, the IRS requires that 25% automatically be withheld from your payment at the time you receive it. You will have to pay additional income taxes at tax filing time if the 25% withholding amount is not enough. Your payment is also subject to state income taxes, and local income taxes where applicable. Some states, such as Ohio, require automatic state tax withholding. If you live in one of those states, you will have to pay additional state income taxes at tax filing time if the estimated withholding amount is not enough.

If your benefit is paid to you as a monthly annuity, you may elect the amount you want withheld for federal and state income taxes.

If your payment from the Plan is more than \$1 million, or if your payment from the Plan plus any other income you may receive from Rockwell Automation during the year totals more than \$1 million, the IRS requires 35% withholding. FICA tax: While employed, the present value of your Non-Qualified Pension Plan benefit that was not yet taxed was added to your payroll each December so the FICA tax obligation could be included in W-2 information. If you retire before your full FICA tax obligation is collected, it may be added to a trailing paycheck (such as vacation payout, commissions, severance or bonus), or you may receive a letter in December after you retire requesting a payment via personal check.

### Take Note of the Non-Qualified Pension Plan Benefit Election Rules for Retirement-Eligible Employees<sup>1</sup>

1. If the lump-sum value of your benefit exceeds the Internal Revenue Code 402(g) limit, your benefit will be paid to you as a monthly annuity starting six months after you retire. (Payments for the first six months will be included in your first check.) You need to elect the type of annuity payment you want to receive. (You will receive two Pension Benefit Commencement Kits because this election is separate from your qualified Pension Plan benefit election.) You may make or change this election until the 10th of the month prior to the date your annuity starts. If you make no election by this deadline, your annuity will automatically be paid to you as a 50% Joint and Survivor Annuity if you're married, or a 10-Year Certain and Life Annuity if you're not married.
2. You have a one-time opportunity to choose a lump-sum payment (paid to you five years following your retirement date) instead. You also have a one-time opportunity to delay the start of your annuity payment for five years.
3. You need to make your lump-sum election at least 12 months before your retirement date. This deadline also applies if you elect to delay the start of your annuity payment for five years.
4. Your election (for a lump sum or to delay your annuity) cannot be changed once you make it.

<sup>1</sup>These rules apply to both early and normal retirement.

**REMEMBER:** You should seek additional guidance regarding your retirement benefit decisions and review any decisions you make with a financial or tax advisor, accountant or attorney.



## Your Non-Qualified Pension Plan Action Items

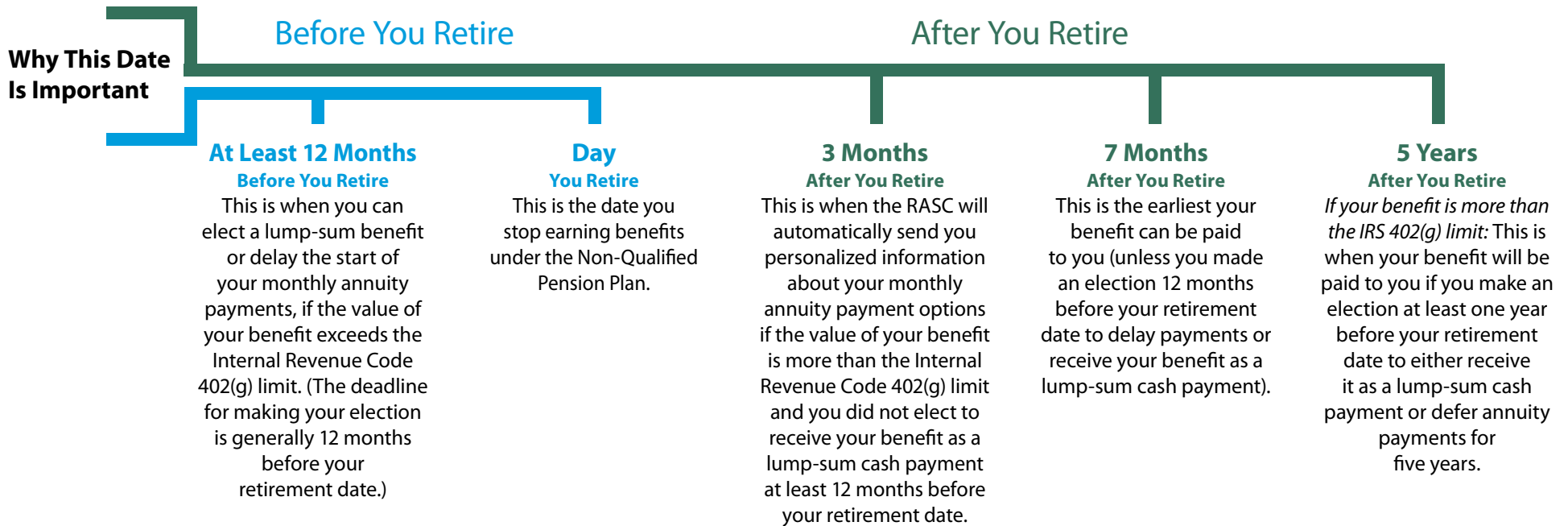
### What to Do At Least 12 Months Before You Retire

1. Check the lump-sum value of your Non-Qualified Pension Plan benefit. See page 5 for details on how to do this.
2. Decide how you want your benefit paid to you if the lump-sum value is more than the Internal Revenue Code 402(g) limit. If you want to receive a lump-sum cash payment (paid to you five years following your retirement date) or delay the start of your monthly annuity payment for five years, you generally must make an election at least one year before your retirement date.
  - Go online to **EmployeeConnect** (<http://employeeconnect.rockwellautomation.com>) and go to the Your Benefits Resources™ home page. From there, click on “Savings and Retirement” followed by “Retire Now” under Pension, then click on “Make Pension Choices;” or
  - Call the RASC at **1.877.OUR.RASC (1.877.687.7272)** and say “retirement” when prompted.

### What to Do After You Retire

1. If you are eligible for early or normal retirement, expect your benefit to be paid to you after you retire:
  - At the first of the month, six months after your retirement date; or
  - Five years after your retirement date if you elected a lump-sum cash payment and you made that election at least 12 months before your retirement date, or if you elected to postpone your annuity payments.
2. Keep your address information current with the RASC.

## Key Non-Qualified Pension Plan Dates



**NOTE:** Section 409A of the Internal Revenue Code outlines strict requirements regarding distributions from non-qualified benefit plans, such as the Non-Qualified Pension Plan, the Non-Qualified Savings Plan and the Deferred Compensation Plan. Technically, these requirements mean elections and changes to distribution options must be recorded at least one year prior to the expected distribution of payments (in other words, at least 12 months before scheduled payments would otherwise begin). Throughout this guide, it is suggested that elections for these plans be made one year prior to your retirement date to allow enough time to consider these important decisions. Depending on your situation, you may technically have up until six months prior to your retirement date to record an election; however, no exceptions can be made for a missed deadline. Please consult the tools and reference materials indicated in this guide, refer to the Plan Summary for each plan and be sure to consult your legal, financial or other advisors before making a decision.

# Distribution of Your Non-Qualified Savings Plan Account



The Non-Qualified Savings Plan is for employees who are affected by the IRS compensation limits that apply to the Retirement Savings Plan. Eligible employees can have part of their pay withheld and credited to this Plan before taxes are paid. If you participate in it, any contributions to the Non-Qualified Savings Plan will stop with your last paycheck from Rockwell Automation.

## Know the Difference

The Non-Qualified Savings Plan is a way to contribute toward retirement based on all pay, including pay that's above the qualified Retirement Savings Plan's IRS compensation limits. If you participate in both savings plans, it's helpful to know some of the key differences between the two types of plans.

	Retirement Savings Plan	Non-Qualified Savings Plan
<b>Type of Plan</b>	It's a qualified 401(k) plan, meaning it's protected by the Employee Retirement Income Security Act (ERISA), and it's subject to IRS compensation limits.	It's a non-qualified savings plan, meaning it's generally not protected by ERISA and not subject to IRS compensation limits.
<b>Earliest Benefit Distribution Timing</b>	You can choose to receive the money in your account immediately after your retirement date.	You can't receive your benefit for at least six months after your retirement date.
<b>Distribution Option Choices</b>	You can choose a lump-sum cash payment or installment payments if your vested account balance is more than \$1,000. You can defer payment until age 70½.	You have very limited options. In most cases, your entire account balance will be paid as a lump-sum cash payment about seven to eight months following retirement.
<b>Rollover Option</b>	If you take a lump-sum cash payment, you can roll it over to another employer's qualified plan or an IRA (an Individual Retirement Account or Individual Retirement Annuity) to avoid immediate taxation.	Your benefit cannot be rolled over, and it is taxable when you receive it.
<b>Tax Form</b>	You receive a 1099R tax form for amounts distributed.	You receive a W-2 for amounts distributed.

# Distribution of Your Non-Qualified Savings Plan Account

## Know Your Distribution Options and When Your Benefit Will Be Paid

If you participate in this Plan, the date your contributions were made determines how and when your benefit can be paid to you.

When Contributions Were Made	Payment Options Available to You	When Your Benefit Will Be Paid to You	Important Things to Know
<b>Before January 1, 2005</b> <i>Known as your "pre-2005 contributions"</i>	<ul style="list-style-type: none"> <li>• Lump-sum cash payment</li> <li>• Annual installment payments for up to 10 years<sup>1</sup></li> </ul>	<ul style="list-style-type: none"> <li>• Seven to eight months after your retirement date</li> </ul>	<p>If you do not make a distribution election, your vested account balance will automatically be paid to you as a single lump-sum cash payment seven to eight months after your retirement date.</p> <p>To have your vested account balance paid to you in annual installment payments, you must generally make your distribution election 12 months in advance of your retirement date. Once you make this election, you cannot change it.</p>
<b>On or after January 1, 2005</b> <i>Known as your "post-2004 contributions"</i>	<ul style="list-style-type: none"> <li>• Lump-sum cash payment</li> </ul>	<ul style="list-style-type: none"> <li>• Seven to eight months after your retirement date, or</li> <li>• Five years after your retirement date<sup>1</sup></li> </ul>	<p>To postpone receiving your vested account balance, you generally must make a distribution election 12 months in advance of your retirement date. Once you make this election, you cannot change it.</p>

<sup>1</sup>Because this is a non-qualified plan, you are generally required to make an election 12 months before your retirement date.

Refer to the Non-Qualified Savings Plan Summary for more details about your payment options, when your benefit will be paid to you and other specific regulations regarding this Plan. You can view or download a copy from Fidelity NetBenefits at [www.401k.com](http://www.401k.com), or you can call the Rockwell Automation Service Center at Fidelity at 1.877.ROK.401K (1.877.765.4015) to request a paper copy.

## Know How Your Benefit Will Be Taxed

When you receive your benefit, the IRS requires that 25% automatically be withheld from your payment at the time you receive it. You will have to pay additional income taxes at tax filing time if the 25% withholding amount is not enough. Your payment is also subject to state income taxes, and local income taxes where applicable. Some states, such as Ohio, require automatic state tax withholding. If you live in one of those states, you will have to pay additional state income taxes at tax filing time if the estimated withholding amount is not enough.

**NOTE:** If your payment from the Plan is more than \$1 million, or if your payment from the Plan plus any other income you may receive from Rockwell Automation during the year totals more than \$1 million, the IRS requires 35% withholding.

### Take Note of the Non-Qualified Savings Plan Benefit Election Rules

1. You have a one-time opportunity to choose to receive pre-2005 contributions in annual installment payments for up to 10 years.
2. You have a one-time opportunity to choose to postpone receiving post-2004 contributions (paid to you as a lump-sum cash payment) for five years.
3. You must generally make your election(s) 12 months before your retirement date.
4. Your election(s) cannot be changed once you make them.

**REMEMBER:** You should seek additional guidance regarding your retirement benefit decisions and review any decisions you make with a financial or tax advisor, accountant or attorney.

## Your Non-Qualified Savings Plan Action Items

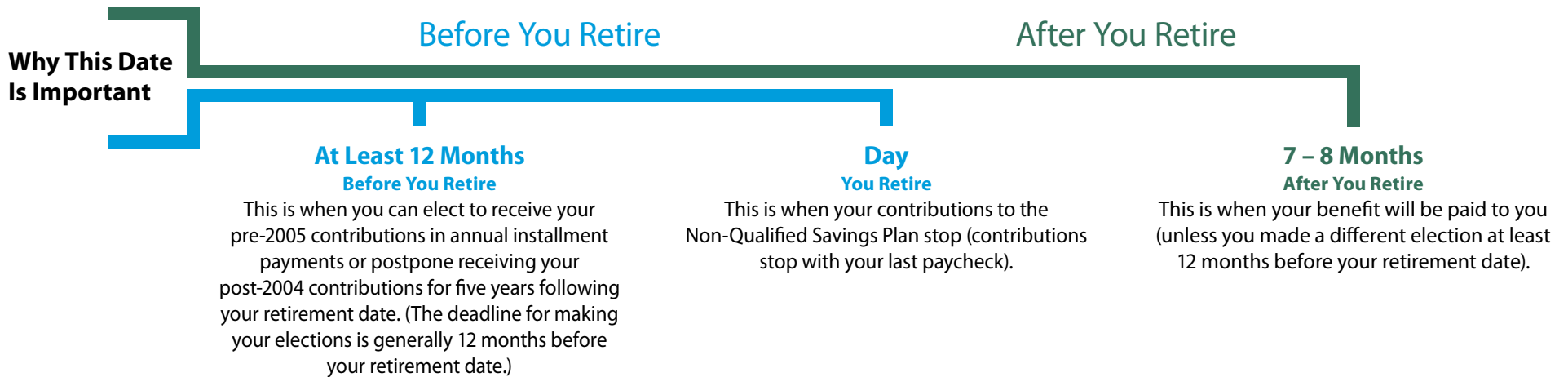
### What to Do At Least 12 Months Before You Retire

1. Check the balance of your Non-Qualified Savings Plan account.
  - Go online to Fidelity NetBenefits at **www.401k.com**, or
  - Call the Rockwell Automation Service Center at Fidelity at **1.877.ROK.401K (1.877.765.4015)**.
2. If you wish to receive your pre-2005 contributions in annual installment payments or to postpone receiving your post-2004 contributions for five years, make your elections 12 months before your retirement date.
  - Go online to Fidelity NetBenefits at **www.401k.com**, or
  - Call the Rockwell Automation Service Center at Fidelity at **1.877.ROK.401K (1.877.765.4015)**.

### What to Do After You Retire

1. Make direct deposit arrangements with Fidelity if you prefer to receive your benefit payment(s) that way. Note that the process of setting up and pre-noting direct deposits can take up to 30 days.
  - Go online to Fidelity NetBenefits at **www.401k.com**, or
  - Call the Rockwell Automation Service Center at Fidelity at **1.877.ROK.401K (1.877.765.4015)**.
2. Expect your vested account balance to be paid to you in a lump sum after you retire:
  - **For pre-2005 contributions:** Seven to eight months after your retirement date (unless you elected installment payments at least 12 months before your retirement date).
  - **For post-2004 contributions:** Seven to eight months after your retirement date (or five years after your retirement date if you elected to postpone your benefit payment and you made that election at least 12 months before your retirement date).
3. Keep your address and beneficiary information current with the Rockwell Automation Service Center at Fidelity.

## Key Non-Qualified Savings Plan Dates



**NOTE:** Section 409A of the Internal Revenue Code outlines strict requirements regarding distributions from non-qualified benefit plans, such as the Non-Qualified Pension Plan, the Non-Qualified Savings Plan and the Deferred Compensation Plan. Technically, these requirements mean elections and changes to distribution options must be recorded at least one year prior to the expected distribution of payments (in other words, at least 12 months before scheduled payments would otherwise begin). Throughout this guide, it is suggested that elections for these plans be made one year prior to your retirement date to allow enough time to consider these important decisions. Depending on your situation, you may technically have up until six months prior to your retirement date to record an election; however, no exceptions can be made for a missed deadline. Please consult the tools and reference materials indicated in this guide, refer to the Plan Summary for each plan, and be sure to consult your legal, financial or other advisors before making a decision.

# Distribution of Your Deferred Compensation Plan Account



With this Plan, eligible employees can elect to have part of their pay withheld before certain taxes are paid. The portion of pay that is withheld (plus any investment earnings or losses on that money) is payable after employment ends, such as at retirement.

## Know Your Distribution Options and When Your Benefit Will Be Paid

If you participate in this Plan, the date your deferrals were made determines how and when your benefit can be paid to you.

**NOTE:** The payment options below apply to retirement-eligible employees. Employees who leave Rockwell Automation before they are retirement-eligible are not eligible for the annual installment payment option for their pre-2005 deferrals. You are considered retirement-eligible if you are age 55 with at least 10 years of service, if you reach age 65, or if the sum of your age and years of service equal at least 75.

When Deferrals Were Made	Payment Options Available to You <sup>1</sup>	When Your Benefit Will Be Paid	Important Things to Know
<b>Before January 1, 2005</b> <i>Known as your "pre-2005 deferrals"</i>	<ul style="list-style-type: none"> <li>Lump-sum cash payment</li> <li>Annual installment payments<sup>1</sup></li> </ul>	<ul style="list-style-type: none"> <li>In February of the calendar year following the year you retire</li> </ul>	<p>If you do not make a distribution election, your benefit will automatically be paid to you as a lump-sum cash payment in February of the calendar year following the year you retire.</p> <p>To have your benefit paid to you in annual installment payments, you must generally make your distribution election at least one year in advance of your retirement date. Once you make this election, you cannot change it.</p>
<b>On or after January 1, 2005</b> <i>Known as your "post-2004 deferrals"</i>	<ul style="list-style-type: none"> <li>Lump-sum cash payment</li> <li>Annual installment payments<sup>1</sup></li> </ul>	<ul style="list-style-type: none"> <li><i>If your benefit is paid to you based on the distribution election you made at the time you elected to contribute to the Plan each year: Starting in July in the calendar year following the year you retire, and February thereafter</i></li> <li><i>If you change your previous distribution elections (or make one for the first time) at least one year before your retirement date: Five years following your retirement date</i></li> </ul>	<p>If you do not make a distribution election, your benefit will automatically be paid to you as a lump-sum cash payment in July of the calendar year following the year you retire. To have your benefit paid to you in annual installment payments, you must make a distribution election.</p> <p>Each year you contribute to the Plan, you'll have an opportunity to make a distribution election. You'll have a final opportunity to make any changes to your previous distribution elections (or to make a distribution election for the first time) one year before your retirement date. If you're within one year of your retirement date, you generally cannot change the election information that's on file. If your benefit is paid to you based on a changed distribution election that was made one year before your retirement date, your benefit payment will be postponed five years following your retirement date.<sup>2</sup></p>

<sup>1</sup> In keeping with IRS 409A rules, you are generally required to make a final distribution election at least one year before your retirement date. Once made, this decision is final and cannot be changed.

<sup>2</sup> In keeping with IRS 409A rules, payments related to distribution elections that are made one year before your retirement date for any post-2004 deferrals will be postponed for five years.



## Know How Your Payments Will Be Taxed

When you receive your benefit, the IRS requires that 25% automatically be withheld from your payment at the time you receive it. You will have to pay additional income taxes at tax filing time if the 25% withholding amount is not enough. Your payment is also subject to state income taxes, and local income taxes where applicable. Some states, such as Ohio, require automatic state tax withholding. If you live in one of those states, you will have to pay additional state income taxes at tax filing time if the estimated withholding amount is not enough.

Also, if you receive the company make-up match and you retire before your FICA tax obligation on those deferrals is paid, we will contact you after you retire regarding payment of your FICA taxes.

**NOTE:** If your payment from the Plan is more than \$1 million, or if your payment from the Plan plus any other income you may receive from Rockwell Automation during the year totals more than \$1 million, the IRS requires 35% withholding.

### Take Note of the Deferred Compensation Plan Benefit Election Rules

1. You have a one-time opportunity to change the distribution election(s) you made previously for any deferrals (pre-2005 or post-2004).
2. You must generally make your final election(s) at least one year before your retirement date.
3. The election information that's on file for you one year before your retirement date cannot be changed.

**REMEMBER:** You should seek additional guidance regarding your retirement benefit decisions and review any decisions you make with a financial or tax advisor, accountant or attorney.

## Your Deferred Compensation Plan Action Items

### What to Do At Least 12 Months Before You Retire

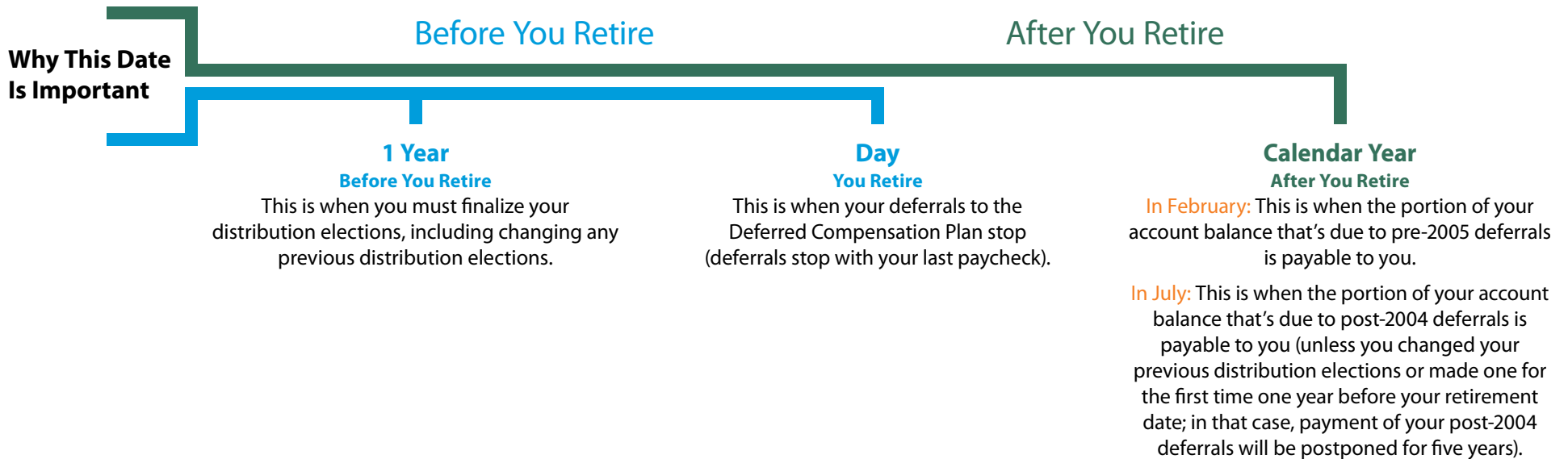
1. Review the distribution election(s) you made previously. If you did not make an election at the time you elected to defer, the default payment is a lump-sum cash payment.
2. Make your final elections on how you want your deferrals paid to you at least one year before your retirement date. See page 15 for details.
  - Go online to Fidelity NetBenefits, the Deferred Compensation Plan's account (93766), at [www.401k.com](http://www.401k.com), or
  - Call the Rockwell Automation Service Center at Fidelity at **1.877.ROK.401K (1.877.765.4015)**.

### What to Do After You Retire

1. Make direct deposit arrangements with Fidelity if you prefer to receive your benefit payment(s) that way. Note that the process of setting up and pre-noting direct deposits can take up to 30 days.
  - Go online to Fidelity NetBenefits at [www.401k.com](http://www.401k.com); or
  - Call the Rockwell Automation Service Center at Fidelity at **1.877.ROK.401K (1.877.765.4015)**.
2. Expect your benefit to be paid to you after you retire:
  - **For pre-2005 deferrals:** In February of the calendar year following the year you retire. If your benefit is paid to you in annual installment payments, the ongoing annual installment payments will be made in February.
  - **For post-2004 deferrals:** Starting either in July of the calendar year following the year you retire, or five years after your retirement date if you changed your previous distribution elections (or made a distribution election for the first time) one year before your retirement date. If your benefit is paid to you in annual installment payments, the ongoing annual installment payments will be made in February.
3. Keep your address and beneficiary information current with the Rockwell Automation Service Center at Fidelity.

Refer to the Deferred Compensation Plan Summary for more details about your payment options, when your benefit will be paid to you and other specific regulations regarding this Plan. You can view or download a copy from Fidelity NetBenefits, or you may call the Rockwell Automation Service Center at Fidelity to request a paper copy.

## Key Deferred Compensation Plan Dates



**NOTE:** Section 409A of the Internal Revenue Code outlines strict requirements regarding distributions from non-qualified benefit plans, such as the Non-Qualified Pension Plan, the Non-Qualified Savings Plan and the Deferred Compensation Plan. Technically, these requirements mean elections and changes to distribution options must be recorded at least one year prior to the expected distribution of payments (in other words, at least 12 months before scheduled payments would otherwise begin). Throughout this guide, it is suggested that elections for these plans be made one year prior to your retirement date to allow enough time to consider these important decisions. Depending on your situation, you may technically have up until six months prior to your retirement date to record an election; however, no exceptions can be made for a missed deadline. Please consult the tools and reference materials indicated in this guide, refer to the Plan Summary for each plan and be sure to consult your legal, financial or other advisors before making a decision.

# What Happens to Your Stock Options



Here's how the equity plans define retirement, which is determined as of your last day paid:

Equity Grant Date	Equity Plan Retirement Rules
On or After Dec. 1, 2011	<p>Either:</p> <ul style="list-style-type: none"> <li>• Age 55 or older with at least 10 years of service, or</li> <li>• Age 65 or older with at least five years of service.</li> </ul>
Before Dec. 1, 2011	<p>Either:</p> <ul style="list-style-type: none"> <li>• You meet the age and service requirements for early or normal retirement to immediately start your Rockwell Automation Pension Plan benefit, and you elect to start it as of the first of the month following your retirement date; or</li> <li>• You are eligible for retiree medical coverage from Rockwell Automation, and you start this coverage the first of the month following your retirement date.</li> </ul>

If you qualify for retirement under the terms of your grant, here is what happens to your stock options:

Equity Grant Date	What Happens to Your Stock Options
At least one year from last day paid	Your unvested stock options continue to vest based on the normal grant vesting schedule (usually $\frac{1}{3}$ per year from date of grant). You have until the earlier of either five years from your last day paid or the original term of your grant to exercise stock options that are vested. The final exercise date will be updated in your Charles Schwab account after your retirement is processed.
Less than one year from last day paid	Your unvested stock options cancel on your last day paid.

## Key Term

**Last Day Paid:** This is the last day you receive pay from Rockwell Automation. This may be different from your last day worked if you continue on the payroll due to severance, holiday or vacation pay.

## Your Stock Options Action Items

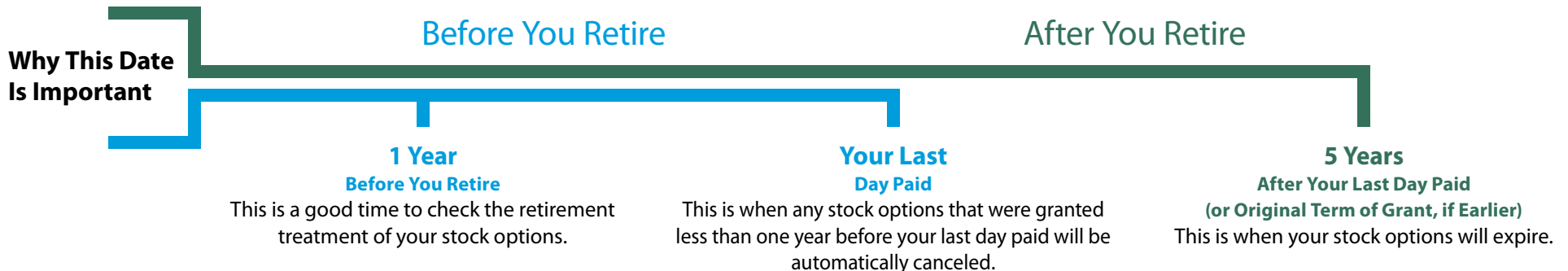
### What to Do Before You Retire

1. Check the terms of your stock options to determine if you qualify for retirement treatment.

### What to Do After You Retire

1. Continue to monitor the exercise dates for your stock options and the price of Rockwell Automation's stock.
  - Go online to the equity plans' website through Charles Schwab and log in to your account at <http://eac.schwab.com>, or
  - Call Charles Schwab at **1.800.654.2593**.
2. Be sure to keep your address information updated with the Rockwell Automation Service Center (RASC). This information is automatically fed to Charles Schwab.
  - Go online to **EmployeeConnect** (<http://employeeconnect.rockwellautomation.com>) and go to the Your Benefits Resources™ home page, or
  - Call the RASC at **1.877.OUR.RASC (1.877.687.7272)** and say "retirement" when prompted.
3. Exercise your options before their deadlines. After you retire, you will be subject to insider trading windows until the calendar quarter after your last day worked.
4. When you exercise your options, watch for a W-2 from Rockwell Automation in January of the following year showing the taxable amount and the amount of federal, state (if applicable), Social Security and Medicare tax withheld. Please note that your Social Security payment amount should not be impacted due to stock option or other equity income received in retirement (Reference Form SSA-131).

## Key Stock Options Dates



# What Happens to Your Other Equity or Bonus



## Restricted Stock, Restricted Stock Units and Performance Shares

Refer to your award agreements for complete details about the terms and conditions regarding your equity benefits. Generally, annual awards granted more than one year before your last day paid are prorated based on days paid in the three-year vesting period for restricted stock or the performance cycle for performance shares. Prorated restricted stock vests upon last day paid. Performance shares vest at the earned rate at the end of the performance cycle (three years from date of grant). Awards granted less than one year from your last day paid are forfeited. The office of the Vice President of Compensation can help you with any questions regarding your awards and scenarios specific to your situation. Contact information is available from your HR business partner.

## Annual Employee Incentive Plan or Incentive Compensation Plan

If you participate in the Annual Employee Incentive Plan (AEIP) or the Incentive Compensation Plan (ICP) and work through Dec. 31 or the last business day of the year (you complete the first three months of the Plan's fiscal year, which starts on Oct. 1) and there is a payout, you will be eligible for a portion of your bonus after you retire. For both the AEIP and ICP, retirement means that on your last day worked, you are at least age 55 with 10 years of service or at least age 65 with five years of service. If you work through the 15th of your last month, you will receive credit for a full month. Your bonus will be paid to you in December.

### Here are some examples:

If you retire Dec. 31, you would be eligible to receive  $\frac{3}{12}$  of the fiscal-year incentive payment.

If you retire Jan. 16 or later, you would be eligible to receive  $\frac{4}{12}$  of the fiscal-year incentive payment. If you work through the 15th of your last month, you will receive credit for a full month.

## Sales Incentive Plans

Earned incentives (including accelerators/discounts) will be paid out as scheduled, and may be received via payroll in the months following your retirement date.

# Tools and Resources for Your Additional Retirement Benefits



Tools & Resources	How It Can Help You	Contact Information
<b>Rockwell Automation Service Center (RASC)</b>	<p>The RASC can help you:</p> <ul style="list-style-type: none"> <li>• With questions about the Non-Qualified Pension Plan</li> <li>• Process your distribution election for the Non-Qualified Pension Plan</li> </ul> <p>On <b>EmployeeConnect</b>, you can:</p> <ul style="list-style-type: none"> <li>• Make your distribution election for the Non-Qualified Pension Plan</li> </ul>	<p><a href="http://employeeconnect.rockwellautomation.com">http://employeeconnect.rockwellautomation.com</a>  <b>1.877.OUR.RASC (1.877.687.7272)</b>—say “pension” when prompted. Representatives are available Monday through Friday, from 9 a.m. to 5 p.m. Eastern time.</p>
<b>Fidelity (Rockwell Automation Service Center at Fidelity)</b>	<p>Fidelity can help you:</p> <ul style="list-style-type: none"> <li>• With questions about the Non-Qualified Savings Plan and Deferred Compensation Plan</li> <li>• Process your distribution elections for the Non-Qualified Savings Plan and/or Deferred Compensation Plan</li> <li>• Find the Plan Summaries</li> </ul>	<p><a href="http://www.401k.com">www.401k.com</a> (you can also reach this site through <b>EmployeeConnect</b>). Representatives are available Monday through Friday, from 8:30 a.m. to midnight Eastern time.  <b>1.877.ROK.401K (1.877.765.4015)</b></p>
<b>Charles Schwab</b>	<p>Charles Schwab can help you:</p> <ul style="list-style-type: none"> <li>• With questions about stock awards, including stock options, restricted stock and performance shares</li> <li>• Process your stock award exercise requests</li> </ul>	<p><a href="http://eac.schwab.com">http://eac.schwab.com</a>  <b>1.800.654.2593</b></p>
<b>Quick Find</b>	<p>Quick Find can help you:</p> <ul style="list-style-type: none"> <li>• Find information about your other retirement benefits</li> <li>• Download the Termination Benefits Summary</li> </ul>	<p><a href="http://www.raquickfind.com">www.raquickfind.com</a></p>

## Make Note of Your User ID and Password

A user ID and password are required to access your personal information with the RASC (either online or by phone). This includes after you retire, too. If you have forgotten your user ID and/or password, visit <http://employeeconnect.rockwellautomation.com> or call **1.877.OUR.RASC (1.877.687.7272)** to request new ones. User IDs and passwords are also required to access your personal information with Fidelity or Charles Schwab. Contact Fidelity or Charles Schwab to request new ones, if needed.

This guide provides brief, general descriptions of the plans available to U.S. employees who retire from Rockwell Automation and are eligible for any of the non-qualified retirement plans and/or equity plans. If any part of this information should conflict with a plan’s legal documents, the legal documents will control. Participation in these plans is not a guarantee that benefit levels will remain unchanged in the future. The company reserves the right to change or terminate these plans at any time. If material benefit changes are made, affected employees and retirees will be informed about them.