

# 2013 Annual Report and Form 10-K



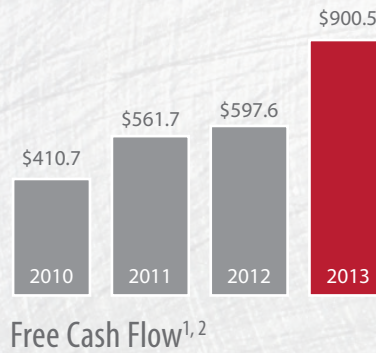
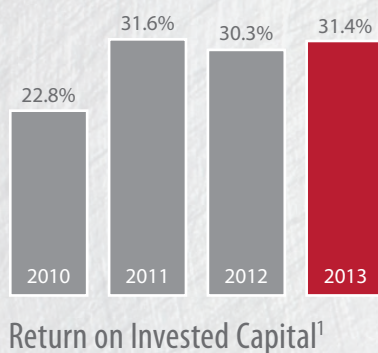
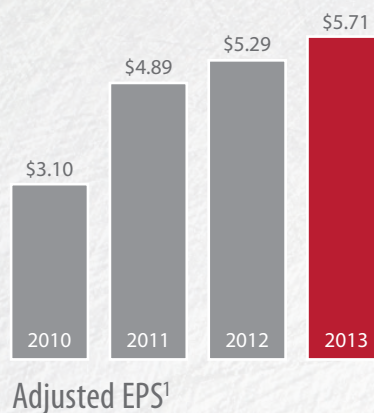
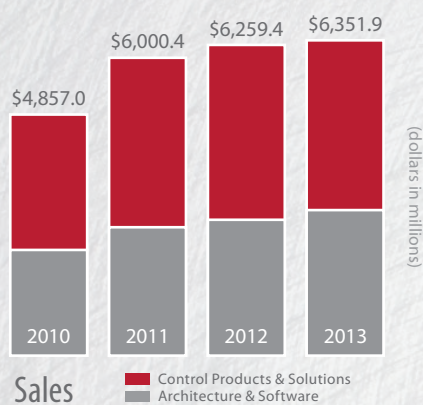
*Making the world more productive and sustainable*



# 2013 FINANCIAL HIGHLIGHTS

	2010	2011	2012	2013
Sales	\$4,857.0	\$6,000.4	\$6,259.4	<b>\$6,351.9</b>
Segment operating earnings <sup>1</sup>	726.8	1,048.8	1,163.9	<b>1,236.8</b>
Income from continuing operations	440.4	697.1	737.0	<b>756.3</b>
Diluted earnings per share from continuing operations	3.05	4.79	5.13	<b>5.36</b>
Adjusted EPS <sup>1</sup>	3.10	4.89	5.29	<b>5.71</b>
Sales by segment:				
Architecture & Software	2,115.0	2,594.3	2,650.4	<b>2,682.0</b>
Control Products & Solutions	2,742.0	3,406.1	3,609.0	<b>3,669.9</b>
Return on Invested Capital <sup>1</sup>	22.8 %	31.6%	30.3%	<b>31.4%</b>

(dollars in millions, except per share amounts)



(dollars in millions)

<sup>1</sup> Segment operating earnings, Adjusted EPS, free cash flow and return on invested capital are non-GAAP financial measures. Please see the Form 10-K and supplemental section following the Form 10-K for definitions and calculations of these measures.

<sup>2</sup> Free cash flow for both 2011 and 2010 includes a discretionary pre-tax contribution of \$150 million to the company's U.S. pension trust. Free cash flow for 2012 includes a discretionary pre-tax contribution of \$300 million to the company's U.S. pension trust.





*Delivering shareowner value begins with an unrelenting focus on our customers and a commitment to innovation; this is what sustains our ability to meet and exceed our customers' expectations today and fuels our future growth.*

Keith D. Nosbusch  
Chairman & CEO

#### To Our Shareowners:

Fiscal 2013 was another solid year for Rockwell Automation and we're proud to have delivered record results in a low growth environment. On sales of \$6.35 billion, Adjusted EPS<sup>1</sup> grew 8 percent to \$5.71 and return on invested capital was 31.4 percent. We expanded segment operating margin almost a full point while continuing to invest for growth.

As the world's largest company dedicated to industrial automation, we improve the standard of living for everyone by making the world more productive and sustainable. For decades, our customers have relied on us to help them improve their productivity, quality, safety and sustainability.

With operations in more than 80 countries, our 22,000 talented employees possess a deep understanding of global markets and local challenges so they can respond to our customers' changing business needs rapidly, efficiently and effectively.

The results in fiscal 2013 demonstrate the success of our growth and performance strategy, especially our ability to execute exceptionally well in all market environments. I am proud of our performance and I believe our success is fueled by our strategy, deep domain expertise, relentless focus on technology innovation and passion for helping our customers succeed.

#### **Our proven track record of returning cash to shareowners continues:**

- Paid out \$679 million of cash in dividends and share repurchases in fiscal 2013
- Raised the dividend by 11% in fiscal 2013 and another 12% in the first quarter of fiscal 2014
- Doubled our dividend per share in the last four years and returned \$2 billion of cash to shareowners



# Rockwell Automation

at a  
glance

World's largest  
company dedicated to  
industrial automation

80+ COUNTRIES



\$6.35B  
FISCAL 2013 SALES

22,000  
EMPLOYEES

## Serving Customers for 110 Years

- Technology innovation
- Domain expertise
- Culture of integrity & corporate responsibility

## The Right Strategy

While we report our results as two business segments – Control Products & Solutions and Architecture & Software – we go to market as one business across geographic regions, markets and industries.

Our products, services and solutions address a broad range of challenges in every major industrial sector, from automotive and tire to mining and oil and gas, from pharmaceuticals to food and beverage.

Evidence of the diversification of our served market is our expansion into oil and gas. We offered only motor control in this industry a decade ago. Now we sell our entire portfolio as oil and gas has grown to over 10 percent of our sales.

The automation market will grow in excess of GDP and we believe we can grow a point or two above that by expanding our served market and gaining share. Based on that, we expect to drive double-digit earnings per share growth.

We are confident that we can deliver an after-tax return on invested capital in excess of 20 percent long term. We've been tracking well above that for several years now. We have proven that we can generate strong free cash flow during all phases of an economic cycle.

I am confident we have the right strategy in place. We expect that strategy, combined with our ability to execute exceptionally well, will enable us to continue to deliver superior returns to our shareowners.

## Growing from a Strong Foundation

We have a strong foundation of competitive differentiation that includes our deep domain expertise, a unique market access model and three innovative growth platforms – Integrated Architecture, Intelligent Motor Control, and Solutions and Services. New growth will be built on this strong foundation.

Our best growth opportunities continue to be in process, OEMs (machine builders), emerging markets, safety, and services, and we believe we can further expand our offerings and do even more for our customers.

With our strong foundation and ongoing technology innovation, we are creating new value for our customers through the convergence of contemporary technologies such as cloud computing, big data analytics and mobility, with traditional control technologies.



We are developing a more interconnected production environment that is rich in actionable information and opportunities to further optimize plants and supply chain networks. We are evolving our Integrated Architecture to deliver this actionable information from the large volume of real-time data that we manage in industrial plants.

We call this evolution Integrated Control and Information. It will create new business opportunities for us in areas such as industrial network infrastructure, industrial security, remote automation, active energy management and industrial intelligence. The evolution of our growth platforms to address these opportunities has helped us expand our served market to about \$90 billion, an increase of \$10 billion over last year.

We believe Integrated Control and Information will accelerate the seamless flow of information between a company's production plants, headquarters, supply chain, and customers, leading to The Connected Enterprise. You will read more about this later in the report.

## Culture of Integrity

Our culture of integrity is reflected in the choices we make, and I am proud of our employees who consistently do the right things, the right way, every day.

We were honored this year to be named for the fifth time to the Ethisphere Institute's annual "World's Most Ethical Companies" list. Our commitment to integrity, reflected in how we engage our employees, partners and customers, is the cornerstone of everything we do.

As we proudly celebrate our 110th anniversary, we look back on a long history of unwavering customer focus and a commitment to technology innovation. Our success is fueled by our employees around the world whose dedication has driven our ability to create long-term shareowner value.

In closing, I want to thank all of our shareowners for the trust you place in us with your investment.

*Keith Noobusch*

## Expanding our capabilities

In 2013, we acquired the medium voltage drives business of Harbin Jiuzhou Electric Co., Ltd., headquartered in Harbin, China. This acquisition strengthened our presence in the Asia Pacific motor control market – the world's largest and fastest growing medium voltage drives market.



*Our support of STEM (science, technology, engineering and math) and FIRST (For Inspiration and Recognition of Science and Technology) enables youth to expand their capabilities in the disciplines that lie at the heart of our ability to innovate and compete globally.*

*We were honored in 2013 to receive the FIRST Founder's Award, which recognizes an organization or individual for exceptional service in advancing the ideals and mission of FIRST.*



*Based on global demographic changes, market demands, and technology innovation, the time is now to connect people, processes, data and things.*



## THE CONNECTED ENTERPRISE

A more productive and sustainable world is a world with a higher standard of living and quality of life for everyone. The power of automation will turn this aspiration into a reality. Rockwell Automation has long recognized the importance and value of connecting independent systems in manufacturing environments to make operations more productive. Today, demographic and technology forces are shaping the future of automation. And we are well positioned to take advantage of these changes.

### Global Demographic Trends

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According to research by McKinsey & Company, over the next decade the global population will exceed 7.6 billion. More people will exit poverty than have in all of human history. One billion people will enter the middle class with 60 percent of those in emerging markets, and this expanded middle class will add \$8 trillion in consumer spending.

This new middle class of consumers will demand more:

- Cars per capita
- Consumer packaged goods
- Personal care and healthcare products

These needs will drive an increased demand on manufacturing, resources and infrastructure. Specifically, we will see a significant increase in the need for fresh water, raw materials for infrastructure build-out, and energy.

How will these needs be met? The answer is two-fold: capacity expansion and increased productivity. To stay globally competitive, our customers will need to become even more efficient and productive.



# Increased Demand on Industrial Production

Global population trends increase demand for:



Manufacturing



Resources



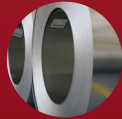
Infrastructure



30%  
More Water



100%  
More Vehicles



80%  
More Steel



50%  
More Energy

ANNUAL  
RESOURCE  
INVESTMENT

\$1T

Source: McKinsey & Company

These global demographic trends, combined with evolving technology, represent significant changes for our customers and an important opportunity for Rockwell Automation.

## Technology Trends

Industrial automation has reached an inflection point due to the convergence of control and information technologies, accelerated by The Internet of Things.

The Internet of Things describes a world where people, processes, data and things are all connected. It's happening now. Cisco is predicting that connections to the Internet will grow to 50 billion by 2020.

The Internet of Things promises to create significant new opportunities for the industrial sector. Cisco estimates there is \$14 trillion of potential value at stake, with 27 percent of that value in manufacturing. But to capture this value, manufacturing must accelerate the adoption of technologies such as cloud, mobility, big data analytics and security. We expect manufacturing will generate and analyze more data in the future than any other sector.

All of these trends accelerate the rise of what we call The Connected Enterprise. It involves seamlessly linking a company's plant floor to the enterprise business systems and out to the broader supply chain and customers in a way that is secure, collaborative and optimized.

Rockwell Automation has long been at the forefront of open automation solutions based on standard unmodified Ethernet to enable increasing connectivity across the enterprise.





# The Internet of Things

\$14T

value at stake

Greatest value at stake is in manufacturing (27%)



Cloud



Mobility



Big Data Analytics



Smart Things



Security

Source: Cisco

We will continue to build our competitive differentiation and leadership in helping our customers realize The Connected Enterprise through our strong foundation of technology innovation and domain expertise.

Our vision for the future is already becoming a reality. We believe The Connected Enterprise is critical to the future of competitive manufacturing. It solves the key challenges many industrial companies face:

- Too much data and not enough information
- Data trapped in many silos
- Rapid market-driven change
- Scarce technical expertise
- Inability to achieve business goals:
  - Lower total cost of ownership
  - Faster time-to-market
  - Improved asset utilization
  - Improved enterprise risk management

At Rockwell Automation, we are well positioned to help customers address all of these challenges through the innovation of Integrated Control and Information.



**King's Hawaiian**, maker of breads and rolls, is maximizing the power of Integrated Control and Information. Its new facility includes multiple production lines (built by different machine builders) that now have a common infrastructure with advanced centralized data collection capabilities. The lines are remotely monitored and the entire plant communicates via Ethernet. The result is improved efficiency, utilization and profitability. By deploying an Integrated Control and Information architecture, King's Hawaiian now has a Connected Enterprise.



# INTEGRATED CONTROL AND INFORMATION

Integrated Control and Information is the next step beyond multidiscipline control. Rockwell Automation was the first company to deliver multidiscipline control through the integration of discrete, batch and continuous process, motion and safety in a common integrated platform – Logix. Powered by a secure standard Ethernet infrastructure and contemporary information technologies, Integrated Control and Information will extend the impact of automation well beyond the traditional control function. We are:

- Expanding products, services and solutions to analyze real-time data and provide actionable information
- Improving user productivity through tools applicable across our customers' entire automation investment lifecycle
- Providing secure, real-time control and information platforms

During fiscal 2013, we launched new products and services to support The Connected Enterprise and Integrated Control and Information:



- We released smart products such as Ethernet connected PowerFlex® drives that are designed with integrated control and information capability



- Our Studio 5000™ and VantagePoint® software products significantly enhance automation productivity through access to information across our customers' automation investment lifecycle



- Security products, reference architecture and an expanded line of Ethernet switches help build a common secure Ethernet network infrastructure for industrial applications



- Services such as network and security consulting and remote monitoring help our customers implement a secure network infrastructure and reduce downtime

The next wave of investment by industrial companies will be the plant infrastructure to optimize plants and supply networks within The Connected Enterprise. We are well positioned to help our customers realize unprecedented productivity and efficiency from this investment through Integrated Control and Information products, services and solutions enabled by innovative technology and our knowledgeable people.

We are excited about our growth opportunities and our ability to expand the value we provide to our customers and shareowners.

## Critical building blocks

of Integrated Control and Information include:

- Networked smart products
- Actionable information from real-time data
- Open, secure standard Ethernet network infrastructure



# 2013 OFFICERS

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**Keith D. Nosbusch**

Chairman of the Board and  
Chief Executive Officer



**John P. McDermott**

Senior Vice President



**Sujeet Chand**

Senior Vice President and  
Chief Technology Officer



**John M. Miller**

Vice President and  
Chief Intellectual  
Property Counsel



**Kent G. Coppins**

Vice President and  
General Tax Counsel



**Blake D. Moret**

Senior Vice President



**Theodore D. Crandall**

Senior Vice President and  
Chief Financial Officer



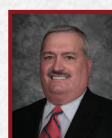
**Rondi Rohr-Dralle**

Vice President,  
Investor Relations and  
Corporate Development



**David M. Dorgan**

Vice President  
and Controller



**Robert A. Ruff**

Senior Vice President



**Steven W. Etzel**

Vice President  
and Treasurer



**Susan J. Schmitt**

Senior Vice President,  
Human Resources



**Douglas M. Hagerman**

Senior Vice President,  
General Counsel  
and Secretary



**Martin Thomas**

Senior Vice President,  
Operations and  
Engineering Services



**Frank C. Kulaszewicz**

Senior Vice President



# 2013 BOARD OF DIRECTORS

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**Keith D. Nosbusch**

Chairman of the Board and  
Chief Executive Officer



**Steven R. Kalmanson**

Retired Executive Vice President,  
Kimberly-Clark Corporation



**Betty C. Alewine**

Retired President and  
Chief Executive Officer,  
COMSAT Corporation



**James P. Keane**

President and  
Chief Operating Officer,  
Steelcase, Inc.



**J. Phillip Holloman**

President and  
Chief Operating Officer,  
Cintas Corporation



**Lawrence D. Kingsley**

Chairman and  
Chief Executive Officer,  
Pall Corporation



**Verne G. Istock**

Retired Chairman  
and President,  
Bank One Corporation



**William T. McCormick, Jr.**

Retired Chairman and  
Chief Executive Officer,  
CMS Energy Corporation



**Barry C. Johnson, Ph.D.**

Retired Dean,  
College of Engineering,  
Villanova University



**Donald R. Parfet**

Managing Director,  
Apjohn Group, LLC



# 2013 GENERAL INFORMATION

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## **Rockwell Automation**

Global Headquarters  
1201 South Second Street  
Milwaukee, WI 53204  
+1 (414) 382-2000  
[www.rockwellautomation.com](http://www.rockwellautomation.com)

## **Investor Relations**

Securities analysts should call:  
Rondi Rohr-Dralle  
Investor Relations  
+1 (414) 382-8510

## **Corporate Public Relations**

Members of the news media should call:  
John A. Bernaden  
Corporate Communications  
+1 (414) 382-2555

## **Annual Meeting**

The company's annual meeting of shareowners will be held at our Global Headquarters, 1201 South Second Street, Milwaukee, Wisconsin, on Tuesday, Feb. 4, 2014, at 5:30 p.m. CST. A notice of the meeting and proxy materials will be furnished to shareowners in December 2013.

## **Shareowner Services**

Wells Fargo Shareowner Services, our transfer agent and registrar, maintains the records for our registered shareowners and can help you with a variety of shareowner-related services. You can access your shareowner account in one of the following three ways:

## **Internet**

Log on to [www.shareowneronline.com](http://www.shareowneronline.com) for convenient access 24 hours a day, 7 days a week for online services including account information, change of address, transfer of shares, lost certificates, dividend payment elections and additional administrative services.

If you are interested in receiving shareowner information electronically, enroll in eDelivery, a self-service program that provides electronic notification and secure access to shareowner communications. To enroll, follow the eDelivery enrollment instructions when you access your shareowner account via [www.shareowneronline.com](http://www.shareowneronline.com)

## **Telephone**

Call Wells Fargo Shareowner Services at one of the following numbers:  
Inside the United States: (800) 204-7800  
Outside the United States: +1 (651) 450-4064

## **In Writing**

Correspondence about share ownership, dividend payments, transfer requirements, change of address, lost certificates and account status may be directed to:

Wells Fargo Shareowner Services  
PO Box 64874  
St. Paul, MN 55164-0874

Shareowners wishing to transfer stock should send their written request, stock certificate(s) and other required documents to:

Wells Fargo Shareowner Services  
PO Box 64874  
St. Paul, MN 55164-0874



Registered or overnight mail should be sent to:

Wells Fargo Shareowner Services  
1110 Centre Pointe Curve, Suite 101  
Mendota Heights, MN 55120

A copy of our annual report (including Form 10-K) may be obtained without charge by writing to:

Rockwell Automation  
Shareowner Relations  
1201 South Second Street, E-7F19  
Milwaukee, WI 53204

Or call +1 (414) 382-8410. Other investor information is available in the Investor Relations section of our website at [www.rockwellautomation.com](http://www.rockwellautomation.com)

Shareowners needing further assistance should contact Rockwell Automation Shareowner Relations by telephone at +1 (414) 382-8410 or email at [shareownerrelations@ra.rockwell.com](mailto:shareownerrelations@ra.rockwell.com)

### **Investor Services Program**

Under the Wells Fargo Shareowner Services Plus Plan for shareowners of Rockwell Automation, shareowners of record may select to reinvest all or a part of their dividends, to have cash dividends directly deposited in their bank accounts and to deposit share certificates with the agent for safekeeping. These services are all provided without charge to the participating shareowner.

In addition, the plan allows participating shareowners at their own cost to make optional cash investments in any amount from \$100 to \$100,000 per year or to sell all or any part of the shares held in their accounts. Participation in the plan is voluntary, and shareowners of record may participate or terminate their participation at any time. For full details of the program, direct inquiries to:

Wells Fargo Shareowner Services  
PO Box 64856  
St. Paul, MN 55164-0856  
(800) 204-7800 or +1 (651) 450-4064  
[www.shareowneronline.com](http://www.shareowneronline.com)

### **Independent Registered Public Accounting Firm**

Deloitte & Touche LLP  
555 East Wells Street, Suite 1400  
Milwaukee, WI 53202

### **Transfer Agent and Registrar**

Wells Fargo Shareowner Services  
PO Box 64874  
St. Paul, MN 55164-0874  
(800) 204-7800 or +1 (651) 450-4064

### **Stock Exchange**

Common Stock (Symbol: ROK)  
New York Stock Exchange

### **Ombudsman**

Questions or concerns about the company's business conduct, including compliance with laws, company policies and accounting, internal control or auditing matters should be reported to:

Ombudsman  
Rockwell Automation, Inc.  
1201 South Second Street  
Milwaukee, WI 53204  
Telephone: (800) 552-3589  
Fax: +1 (414) 382-8485  
Email: [ombudsman@rockwell.com](mailto:ombudsman@rockwell.com)

You may contact the Ombudsman from any computer or any device with a Web browser and if you wish to remain anonymous, visit the following externally hosted website:

<https://rockwellautomationombudsman.alertline.com>



**FORM 10-K**  
ROCKWELL AUTOMATION

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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, 2013

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)

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

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

53204  
(Zip Code)

Registrant's telephone number, including area code:

+1 (414) 382-2000

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

Title of each class	Name of each exchange on which registered
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, 2013 was approximately \$12.0 billion. 138,660,664 shares of registrant's Common Stock, par value \$1 per share, were outstanding on October 31, 2013.

DOCUMENTS INCORPORATED BY REFERENCE

Certain information contained in the Proxy Statement for the Annual Meeting of Shareowners of registrant to be held on February 4, 2014 is incorporated by reference into Part III hereof.



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# PART I

## Forward-Looking Statements

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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 products, solutions and services and pricing pressures, and our ability to provide high quality products, solutions and services;
- 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 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, including liabilities related to the safety and security of the products, solutions and services we sell;
- our ability to manage and mitigate the risks associated with our solutions and services businesses;
- a disruption of our distribution channels;
- the availability and price of components and materials;
- the successful integration and management of acquired businesses;
- 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.



# ITEM 1 Business

## General

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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. 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 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.

The Company was incorporated in Delaware in connection with a tax-free reorganization completed on December 6, 1996, pursuant to which we divested our former aerospace and defense 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.

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 4, 2014 (the 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.

## Operating Segments

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We have two operating segments: Architecture & Software and Control Products & Solutions. In 2013, our total sales were \$6.35 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, 2013, is contained under the caption **Results of Operations** in MD&A, and in Note 17 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. Major markets served by both segments include transportation, oil and gas, metals, mining, food and beverage, and life sciences.

### Architecture & Software

Our Architecture & Software operating segment recorded sales of \$2.7 billion (42 percent of our total sales) in 2013. 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.

## Geographic Information

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In 2013, sales to customers in the United States accounted for 50 percent of our total sales. Outside the United States, we sell in every region. The largest sales outside the United States on a country-of-destination basis are in Canada, China, the United Kingdom, Italy, Mexico, Germany, and

- 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 sales of \$3.7 billion (58 percent of our total sales) in 2013. 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 technical support and repair, asset management, training and predictive and preventative maintenance.

Brazil. See Item 1A. **Risk Factors** for a discussion of risks associated with our operations outside the United States. Sales and property information by major geographic area for each of the past three years is contained in Note 17 in the Financial Statements.



## Competition

Depending on the product or service involved, our competitors range from large diversified corporations that also have 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

In the United States, Canada and certain other countries, we sell primarily through 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 percent of our global sales are through independent distributors. Sales to our largest distributor in 2013, 2012 and 2011 were approximately 10 percent of our total sales. The independent distributors typically do not carry products that compete with Allen-Bradley® products.

## Research and Development

Our research and development spending for the years ended September 30, 2013, 2012 and 2011 was \$260.7 million, \$247.6 million, and \$243.9 million, respectively. While not material to previously issued financial statements, we corrected certain amounts previously included in our classification of research and development spending for the

years ended September 30, 2012 and 2011. As a result, our previously reported research and development spending amounts for the years ended September 30, 2012 and 2011 decreased by \$11.5 million and \$10.5 million, respectively. Customer-sponsored research and development was not significant in 2013, 2012 or 2011.

## Employees

At September 30, 2013, we had approximately 22,000 employees. Approximately 8,500 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. 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):

	2013		2012	
Architecture & Software	\$	183.8	\$	181.4
Control Products & Solutions		1,091.8		1,016.4
	\$	<b>1,275.6</b>	\$	<b>1,197.8</b>

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 2014 were approximately \$136 million as of September 30, 2013.

## Environmental Protection Requirements

Information about the effect of compliance with environmental protection requirements and resolution of environmental claims is contained in Note 16 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 Triplex™" for our control products and systems for industrial automation, and "Rockwell Software®" and "FactoryTalk®" for our software offerings.



## Seasonality

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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

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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 any 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 through the "Investor Relations" link 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.

# 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 sales 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.

### ***A substantial portion of our sales are to customers outside the U.S. and we are subject to the risks of doing business in many countries.***

We do business in more than 80 countries around the world. Approximately 50 percent of our sales in 2013 were to customers outside the U.S. In addition, many of our manufacturing operations, suppliers and employees are located in many places around the world. The future success of our business depends in large part on growth in our sales in non-U.S. markets. Our global operations are subject to numerous financial, legal and operating risks, such as political and economic instability; prevalence of corruption in certain countries; enforcement of contract and intellectual property rights and compliance with existing and future laws, regulations and policies, including those related to tariffs, investments, taxation, trade controls, product content and performance, employment and repatriation of earnings. 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.

### ***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, malicious insiders and other actors targeting every type of IT system including industrial control systems such as those we sell and service and corporate enterprise IT systems. These threat actors may engage in fraud, theft of confidential or proprietary information, and sabotage.

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. 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 sales, harm our reputation and cause us to incur legal liability and increased costs to address such events and related security concerns.

We are in the process of developing and directing the implementation of a common global Enterprise Resource Planning (ERP) system that is resulting in redesigned processes, organization structures, and a common information system all with the objective of improving internal control and our ability to manage and monitor our global operations. The implementations, which were initiated by Rockwell Automation Inc., the U.S. parent company of our consolidated group, occurred in many locations in 2007 to 2013, and are scheduled to continue into 2015. As the parent company continues to drive this implementation, the system and processes may not perform as expected or may require more time to implement. This could have an adverse effect on our business.

***There are inherent risks in our solutions and services businesses.***

Risks inherent in the sale of solutions and services include assuming greater responsibility for successfully delivering projects that meet a particular customer specification, including defining and controlling contract scope, efficiently executing projects, and managing the performance and quality of our subcontractors and suppliers. If we are unable to manage and mitigate these risks, we could incur cost overruns, liabilities, and other losses that would adversely affect our results of operations.

***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 sales 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.

***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 the safety and security of the products, solutions and services we sell, 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



## PART I

### ITEM 1A Risk Factors

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.

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

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 sales. 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, components and services, which creates certain risks and uncertainties that may adversely affect our business.***

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

- poor quality or an insecure supply chain, which could adversely affect the reliability and reputation of our products;
- changes in the cost of these purchases due to inflation, exchange rates, commodity market volatility or other factors;
- intellectual property risks such as ownership of rights or alleged infringement by suppliers;
- information security risks associated with providing confidential information to suppliers; and
- shortages of components, commodities or other materials, which 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 sales.

#### ***We rely on strategic partners to expand our capabilities and to provide more complete automation solutions for our customers, which creates certain risks and uncertainties that may adversely affect our business.***

We have relationships with industry-leading strategic partners that provide complementary technology, expertise and thought leadership to enable us to enhance automation solutions for our customers. If we fail to maintain or manage relationships with these third-party partner companies effectively, or these partners are unable or unwilling to perform as expected, our ability to execute our business strategy could be negatively affected.

#### ***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 sales 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.



## ITEM 1B Unresolved Staff Comments

None.

## ITEM 2 Properties

We operate manufacturing facilities in the United States and multiple other countries. Manufacturing space occupied approximately 3.4 million square feet, of which 36 percent was in the United States and Canada. Our global 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, 2013.

Location	Segment/Region
Milwaukee, Wisconsin, United States	Global Headquarters and Control Products & Solutions
Mayfield Heights, Ohio, United States	Architecture & Software
Singapore	Architecture & Software
Cambridge, Canada	Canada
Capelle, Netherlands / 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, 2013.

Location	Manufacturing Square Footage
Monterrey, Mexico	637,000
Aarau, Switzerland	284,000
Twinsburg, Ohio, United States	257,000
Mequon, Wisconsin, United States	240,000
Cambridge, Canada	216,000
Shanghai, China	196,000
Singapore	146,000
Katowice, Poland	138,000
Tecate, Mexico	135,000
Ladysmith, Wisconsin, United States	124,000
Richland Center, Wisconsin, United States	124,000
Jundiai, Brazil	94,000

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.



## ITEM 3 Legal Proceedings

**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 effect on our financial condition or results of operations.

**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 effect on our financial condition or results of operations.

## 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, 2013 are:

Name, Office and Position, and Principal Occupations and Employment	Age
<b>Keith D. Nosbusch</b> — Chairman of the Board and President and Chief Executive Officer	62
<b>Sujeet Chand</b> — Senior Vice President and Chief Technology Officer	55
<b>Kent G. Coppins</b> — Vice President and General Tax Counsel	60
<b>Theodore D. Crandall</b> — Senior Vice President and Chief Financial Officer	58
<b>David M. Dorgan</b> — Vice President and Controller	49
<b>Steven W. Etzel</b> — Vice President and Treasurer	53
<b>Douglas M. Hagerman</b> — Senior Vice President, General Counsel and Secretary	52
<b>Frank C. Kulaszewicz</b> — Senior Vice President since April 2011; Vice President and General Manager, Control and Visualization Business previously	49
<b>John P. McDermott</b> — Senior Vice President	55
<b>John M. Miller</b> — Vice President and Chief Intellectual Property Counsel	46
<b>Blake D. Moret</b> — Senior Vice President since April 2011; Vice President and General Manager, Customer Support and Maintenance previously	50
<b>Rondi Rohr-Dralle</b> — Vice President, Investor Relations and Corporate Development since February 2009; Vice President, Corporate Development previously	57
<b>Robert A. Ruff</b> — Senior Vice President	65
<b>Susan J. Schmitt</b> — Senior Vice President, Human Resources	50
<b>Martin Thomas</b> — Senior Vice President, Operations and Engineering Services	55

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.

# 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, 2013 there were 21,059 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, 2013 and 2012:

Fiscal Quarters	2013		2012	
	High	Low	High	Low
First	\$ 84.80	\$ 68.30	\$ 78.01	\$ 53.06
Second	91.99	83.58	84.71	72.21
Third	91.67	80.60	80.67	62.41
Fourth	109.72	83.59	73.98	61.20

We declare and pay dividends at the sole discretion of our Board of Directors. During 2013 we declared and paid aggregate cash dividends of \$1.98 per common share. During the third quarter of fiscal 2013, we increased our quarterly dividend per common share 11 percent to 52 cents per common share effective with the dividend payable in June 2013 (\$2.08 per common share annually). During 2012 we declared and paid aggregate cash dividends of \$1.745 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, 2013:

Period	Total Number of Shares Purchased <sup>(1)</sup>	Average Price Paid Per Share <sup>(2)</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>(3)</sup>
July 1 – 31, 2013	246,700	\$ 88.45	246,700	\$ 596,817,475
August 1 – 31, 2013	315,470	98.08	313,500	566,069,284
September 1 – 30, 2013	294,200	105.10	294,200	535,149,378
<b>TOTAL</b>	<b>856,370</b>	<b>97.72</b>	<b>854,400</b>	

(1) All of the shares purchased during the quarter ended September 30, 2013 were acquired pursuant to the repurchase program described in (3) below, except for 1,970 shares that were acquired in August 2013 in connection with stock swap exercises of employee stock options.

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

(3) On June 7, 2012, the Board of Directors authorized us to expend up to \$1.0 billion to repurchase shares of our common stock. Our repurchase program allows management to repurchase shares at its discretion. However, during quarterly "quiet periods," defined as the period of time from quarter-end until two business days following the furnishing of our quarterly earnings results to 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.



## 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.

<i>(in millions, except per share data)</i>	Year Ended September 30,				
	2013	2012	2011	2010	2009 <sup>(a)</sup>
<b>Consolidated Statement of Operations Data:</b>					
Sales	\$ 6,351.9	\$ 6,259.4	\$ 6,000.4	\$ 4,857.0	\$ 4,332.5
Interest expense	60.9	60.1	59.5	60.5	60.9
Income from continuing operations	756.3	737.0	697.1	440.4	217.9
Earnings per share from continuing operations:					
Basic	5.43	5.20	4.88	3.09	1.54
Diluted	5.36	5.13	4.79	3.05	1.53
Cash dividends per share	1.98	1.745	1.475	1.22	1.16
<b>Consolidated Balance Sheet Data: (at end of period)</b>					
Total assets	\$ 5,844.6	\$ 5,636.5	\$ 5,284.9	\$ 4,748.3	\$ 4,305.7
Short-term debt	179.0	157.0	—	—	—
Long-term debt	905.1	905.0	905.0	904.9	904.7
Shareowners' equity	2,585.5	1,851.7	1,748.0	1,460.4	1,316.4
<b>Other Data:</b>					
Capital expenditures	\$ 146.2	\$ 139.6	\$ 120.1	\$ 99.4	\$ 98.0
Depreciation	113.8	103.9	96.5	95.7	101.7
Intangible asset amortization	31.4	34.7	34.8	31.6	32.4

(a) Includes costs of \$60.4 million (\$41.8 million after tax, or \$0.29 per diluted share) related to restructuring 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.

## 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, total segment operating earnings and margin, Adjusted Income, Adjusted EPS, Adjusted Effective Tax Rate 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 **Results of Operations** for a reconciliation of income before income taxes to total segment operating earnings and margin and a discussion of why we believe these non-GAAP measures are useful to investors. See **Results of Operations** for a reconciliation of income from continuing operations, diluted EPS from continuing operations and effective tax rate to Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate and a discussion of why we believe these non-GAAP measures are 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, solutions and services is driven by:

- investments in manufacturing, including upgrades, modifications and expansions of existing facilities or production lines, and new facilities or production lines;
- investments in basic materials production capacity, which may be related to commodity pricing levels;
- 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; and
- the spending patterns of our customers due to their annual budgeting processes and their working schedules.

## Long-term Strategy

Our vision of being the most valued global provider of innovative industrial automation and information products, solutions and services 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 competitive differentiation;
- diversify our sales streams by broadening our portfolio of products, solutions and services, expanding our global presence and serving a wider range of industries and applications;
- grow market share by gaining new customers and by capturing a larger share of existing 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, enhancing our domain expertise or continuing our geographic diversification;
- deploy human and financial resources to strengthen our technology leadership and our intellectual capital business model;
- continuously improve quality and customer experience; and
- drive annual cost productivity.

By implementing the strategy above, we seek to achieve our long-term financial goals that include sales growth of 6-8 percent, double-digit EPS growth, return on invested capital in excess of 20 percent and free cash flow equal to about 100 percent of Adjusted Income.

Our customers face the challenge of remaining globally cost competitive and automation can help them achieve their productivity and sustainability objectives. Our value proposition is to help our customers reduce time to market, lower total cost of ownership, improve asset utilization and manage enterprise risks.

## Differentiation through Technology Innovation and Domain Expertise

We seek a technology leadership position in industrial automation. We believe that our three platforms - integrated architecture, intelligent motor control and solutions and services - provide the foundation for long-term sustainable competitive advantage.

Our integrated control and information architecture, with Logix at its core, is an important differentiator. We are the only automation provider that can support discrete, process, batch, safety, motion and power control on the same hardware platform with the same software programming environment. Our integrated architecture is scalable with standard open communications protocols making it easier for customers to implement more cost effectively.

Intelligent motor control is one of our core competencies and an important aspect of an automation system. These products and solutions enhance the availability, efficiency and safe operation of our customers' critical and most energy-intensive plant assets. Our intelligent motor control offering can be integrated seamlessly with the Logix architecture.

Domain expertise refers to the industry and application knowledge required to deliver solutions and services that support customers through the entire life cycle of their automation investment. The combination of industry-specific domain expertise of our people with our innovative technologies enables us to help our customers solve their manufacturing and business challenges.

## Global Expansion

As the manufacturing world continues to expand, we must be able to meet our customers' needs around the world. We continue to expand our footprint in emerging markets. We currently have approximately 60 percent of our employees outside the U.S., and 50 percent of our sales outside 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 middle-class population. 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

Over the past decade, our investments in technology and globalization have enabled us to expand our addressed market to approximately \$90 billion. Our process initiative has been the most important contributor to this expansion and remains our largest growth opportunity. Logix is the technology foundation that enabled us to become an industry leader for batch process applications and to compete effectively with traditional Distributed Control Systems (DCS) providers for continuous process applications. We complement that with a growing global network of engineers and partners to provide solutions to process customers.

OEMs represent another area of addressed market expansion and a strong growth opportunity. To remain competitive, OEMs need to find the optimal balance of machine cost and performance while reducing their time to market. Our scalable integrated architecture and intelligent motor control offerings, along with design productivity tools and our motion and safety products, can assist OEMs in addressing these business needs.

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, flexible manufacturing 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, energy, pulp and paper and water/wastewater. Companies in these industries typically invest in capacity expansion when commodity prices are relatively high and global demand for basic materials is increasing. In addition, there is ongoing investment in upgrades of aging automation systems and productivity.

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.



## PART II

### ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

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 October 2012, we acquired certain assets of the medium voltage drives business of Harbin Jiuzhou Electric Co., Ltd., a leading manufacturer of medium voltage drives, direct current power supplies, switch gear and wind inverters, headquartered in Harbin, China. The acquisition strengthened our presence in the Asia-Pacific motor control market by adding significant capabilities in design, engineering and manufacturing of medium voltage drive products. In March 2012, we acquired certain assets and assumed certain liabilities of SoftSwitching Technologies Corporation, an industrial power quality detection and protection systems provider in the United States. In May 2011, we acquired Lektronix Limited and its affiliate, an independent industrial automation repair and service provider primarily in Europe and Asia. In April 2011, we acquired certain assets and assumed certain liabilities of Hiprom (Pty) Ltd and its affiliates, a process control and automation systems integrator for the mining and mineral processing industry in South Africa.

We believe the acquired companies will help us expand our served market 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 business system. These are intended to improve profitability that can be used to fund investments in growth 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.

## U. S. Industrial Economic Trends

In 2013, sales to U.S. customers accounted for 50 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 changes in 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 2011 to 2013. The PMI increase in the fourth quarter of fiscal 2013 indicates expansion in the U.S. manufacturing sector. Industrial Equipment Spending and the Industrial Production Index have been gradually improving, while Capacity Utilization remained flat. Stability in both the recently reported and forecasted macroeconomic indicators supports our expectation that market conditions in the U.S. will remain stable next year. We expect the U.S. growth in fiscal 2014 to be about the same as in fiscal 2013.

	Industrial Production Index	PMI	Industrial Equipment Spending (in billions)	Capacity Utilization (percent)
<b>Fiscal 2013</b>				
Quarter ended:				
September 2013	99.5	56.2	207.4	78.0
June 2013	99.0	50.9	199.3	77.9
March 2013	98.7	51.3	200.1	78.0
December 2012	97.7	50.2	199.6	77.5
<b>Fiscal 2012</b>				
Quarter ended:				
September 2012	97.1	51.6	195.9	77.4
June 2012	97.0	50.2	195.5	77.7
March 2012	96.3	53.3	190.1	77.6
December 2011	95.1	52.9	196.5	77.1
<b>Fiscal 2011</b>				
Quarter ended:				
September 2011	94.0	53.2	187.1	76.7
June 2011	92.9	55.8	173.1	76.1
March 2011	92.6	59.3	171.3	76.1
December 2010	91.6	57.3	160.9	75.6

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

## Non-U.S. Regional Trends

In 2013, sales to non-U.S. customers accounted for 50 percent of our total sales. These customers include both indigenous companies and multinational companies with expanding global presence. 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 Gross Domestic Product (GDP) and Industrial Production Index as indicators of the growth opportunities in each region where we do business. Outside the U.S., we expect stable underlying market conditions. Europe's macroeconomic conditions are improving but the pace of recovery is uncertain given unemployment levels and the impact of austerity programs. Asia Pacific is expected to return to growth next year primarily due to market stabilization in China. We expect our growth in Latin America to moderate in fiscal 2014 coming off a very strong year. Despite weakness in the past year, we continue to expect that emerging markets will be the fastest growing automation markets over the long term.

The following tables reflect our sales and operating results for the years ended September 30, 2013, 2012 and 2011 (in millions, except per share amounts):

	Year Ended September 30,		
	2013	2012	2011
<b>Sales</b>			
Architecture & Software	\$ 2,682.0	\$ 2,650.4	\$ 2,594.3
Control Products & Solutions	3,669.9	3,609.0	3,406.1
<b>TOTAL SALES (A)</b>	<b>\$ 6,351.9</b>	<b>\$ 6,259.4</b>	<b>\$ 6,000.4</b>
<b>Segment operating earnings<sup>(1)</sup></b>			
Architecture & Software	\$ 759.4	\$ 714.4	\$ 670.4
Control Products & Solutions	477.4	449.5	378.4
Total segment operating earnings <sup>(2)</sup> (B)	1,236.8	1,163.9	1,048.8
Purchase accounting depreciation and amortization	(19.3)	(19.8)	(19.8)
General corporate — net	(97.2)	(82.9)	(78.4)
Non-operating pension costs <sup>(3)</sup>	(78.5)	(35.2)	(23.5)
Interest expense	(60.9)	(60.1)	(59.5)
Income from continuing operations before income taxes (C)	980.9	965.9	867.6
Provision for income taxes	(224.6)	(228.9)	(170.5)
Income from continuing operations	756.3	737.0	697.1
Income from discontinued operations <sup>(4)</sup>	—	—	0.7
<b>NET INCOME</b>	<b>\$ 756.3</b>	<b>\$ 737.0</b>	<b>\$ 697.8</b>
Diluted earnings per share:			
Continuing operations	\$ 5.36	\$ 5.13	\$ 4.79
Discontinued operations	—	—	0.01
<b>NET INCOME</b>	<b>\$ 5.36</b>	<b>\$ 5.13</b>	<b>\$ 4.80</b>
<b>ADJUSTED EPS</b>	<b>\$ 5.71</b>	<b>\$ 5.29</b>	<b>\$ 4.89</b>
Diluted weighted average outstanding shares	140.9	143.4	145.2
<b>TOTAL SEGMENT OPERATING MARGIN<sup>(2)</sup> (B/A)</b>	<b>19.5%</b>	<b>18.6%</b>	<b>17.5%</b>
<b>PRE-TAX MARGIN (C/A)</b>	<b>15.4%</b>	<b>15.4%</b>	<b>14.5%</b>

(1) See Note 17 in the Condensed Consolidated Financial Statements for the definition of segment operating earnings.

(2) Total segment operating earnings and total segment operating margin are non-GAAP financial measures. We believe that these measures are useful to investors as measures of operating performance. We use these measures to monitor and evaluate the profitability of the company. Our measure of total segment operating earnings and total segment operating margin may be different from those used by other companies.

(3) Beginning in fiscal 2013, we redefined segment operating earnings to exclude non-operating pension costs. Non-operating pension costs were reclassified to a separate line item within the above table for all periods presented. These costs were previously included in segment operating earnings and in general corporate-net. We continue to include service cost and amortization of prior service cost in the business segment that incurred the expense as these costs represent the operating cost of providing pension benefits to our employees.

(4) See Note 13 in the Condensed Consolidated Financial Statements for a description of items reported as discontinued operations.

## Summary of Results of Operations

Despite sluggish market conditions in 2013, we achieved record sales of \$6,351.9 million with sales growth of 1.5 percent year over year. All regions, except for Asia Pacific, experienced sales growth year over year, led by Latin America with organic sales growth of 12 percent. The end market with the strongest sales growth for the year was oil and gas.

Results for our key initiatives were mixed:

- Sales related to our process initiative were flat in 2013 compared to 2012.
- Logix sales increased 4 percent in 2013 compared to 2012.
- Sales in emerging markets decreased 1 percent in 2013 compared to 2012, primarily due to weakness in emerging Asia.

In a low growth environment, we were able to expand segment operating margin by almost a point while continuing to invest for growth.

The effective tax rate in 2013 was 22.9 percent compared to 23.7 percent in 2012. The Adjusted Effective Tax Rate in 2013 was 23.9 percent compared to 24.1 percent in 2012. We recognized net discrete tax benefits of \$22.7 million in 2013, primarily related to the favorable resolution of tax matters in various global jurisdictions and the retroactive extension of the U.S. federal research and development tax credit. We recognized net discrete tax benefits of \$2.1 million in 2012, primarily related to the favorable resolution of tax matters in various global jurisdictions.



## PART II

### ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

Purchase accounting depreciation and amortization and non-operating pension costs are not allocated to our operating segments because these costs are excluded from our measurement of each segment's operating performance for internal purposes. If we were to allocate these costs, we would attribute them to each of our segments as follows (in millions):

	Year Ended September 30,		
	2013	2012	2011
Purchase accounting depreciation and amortization			
Architecture & Software	\$ 4.0	\$ 5.0	\$ 5.5
Control Products & Solutions	14.3	13.8	13.3
Non-operating pension costs			
Architecture & Software	27.6	11.6	11.3
Control Products & Solutions	46.6	20.9	9.9

The increases in non-operating pension costs in both segments in fiscal 2013 were primarily due to the decrease in our U.S. discount rate from 5.20 percent in 2012 to 4.15 percent in 2013.

### Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate Reconciliation

Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate are non-GAAP earnings measures that exclude non-operating pension costs and their related income tax effects. We define non-operating pension costs as defined benefit plan interest cost, expected return on plan assets, amortization of actuarial gains and losses and the impact of any plan curtailments or settlements. These components of net periodic benefit cost primarily relate to changes in pension assets and liabilities that are a result of market performance; we consider these costs to be unrelated to the

operating performance of our business. We believe that Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate provide useful information to our investors about our operating performance and allow management and investors to compare our operating performance period over period. Our measures of Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate may be different from measures used by other companies. These non-GAAP measures should not be considered a substitute for income from continuing operations, diluted EPS and effective tax rate.

The following is a reconciliation of income from continuing operations, diluted EPS from continuing operations, and effective tax rate to Adjusted Income, Adjusted EPS and Adjusted Effective Tax Rate for the years ended September 30, 2013, 2012 and 2011 (in millions, except per share amounts):

	Year Ended September 30,		
	2013	2012	2011
Income from continuing operations	\$ 756.3	\$ 737.0	\$ 697.1
Non-operating pension costs, before tax	78.5	35.2	23.5
Tax effect of non-operating pension costs	(28.5)	(12.6)	(8.5)
<b>ADJUSTED INCOME</b>	<b>\$ 806.3</b>	<b>\$ 759.6</b>	<b>\$ 712.1</b>
Diluted EPS from continuing operations	\$ 5.36	\$ 5.13	\$ 4.79
Non-operating pension costs per diluted share, before tax	0.55	0.25	0.16
Tax effect of non-operating pension costs per diluted share	(0.20)	(0.09)	(0.06)
<b>ADJUSTED EPS</b>	<b>\$ 5.71</b>	<b>\$ 5.29</b>	<b>\$ 4.89</b>
Effective tax rate	22.9%	23.7%	19.7%
Tax effect of non-operating pension costs	1.0%	0.4%	0.4%
<b>ADJUSTED EFFECTIVE TAX RATE</b>	<b>23.9%</b>	<b>24.1%</b>	<b>20.1%</b>

## 2013 Compared to 2012

<i>(in millions, except per share amounts)</i>	2013		2012		Change
Sales	\$	6,351.9	\$	6,259.4	\$ 92.5
Income from continuing operations before income taxes		980.9		965.9	15.0
Diluted earnings per share from continuing operations		5.36		5.13	0.23

### Sales

Sales in fiscal 2013 increased 1.5 percent compared to 2012. Organic sales increased 1.7 percent. Sales in our solutions and services businesses grew 1 percent year over year. Fiscal 2013 year-end backlog in these businesses was 9 percent higher than at the end of last year. Product sales grew 2 percent year over year. Pricing contributed about 1 percentage point to growth.

The table below presents our sales for the year ended September 30, 2013 by geographic region and the percentage change in sales from the year ended September 30, 2012 (in millions, except percentages):

	Year Ended September 30, 2013 <sup>(1)</sup>	Change vs. Year Ended September 30, 2012	Change in Organic Sales vs. Year Ended September 30, 2012 <sup>(2)</sup>
United States	\$ 3,202.9	4%	4%
Canada	468.7	1%	2%
Europe, Middle East and Africa	1,284.9	—%	—%
Asia Pacific	851.9	(10)%	(10)%
Latin America	543.5	8%	12%
<b>TOTAL SALES</b>	<b>\$ 6,351.9</b>	<b>1%</b>	<b>2%</b>

(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.

- The United States and Canada had solid sales growth with oil and gas being the best performing end markets.
- EMEA's sales growth was flat this year but we continued to outperform the market, especially with OEMs.
- Asia Pacific had a challenging year with sales declines in all countries, except Japan.
- Latin America was the highest growth region, led by strong growth in Brazil and Mexico.

### General Corporate - Net

General corporate - net expenses were \$97.2 million in fiscal 2013 compared to \$82.9 million in fiscal 2012. The largest contributor to the year-over-year increase was higher legacy environmental charges.

### Income from Continuing Operations before Income Taxes

Income from continuing operations before income taxes increased 2 percent from \$965.9 million in 2012 to \$980.9 million in 2013. The increase was primarily due to an increase in segment operating earnings, partially offset by higher non-operating pension costs. Total segment operating earnings increased 6 percent year over year, primarily due to higher sales and strong productivity.

### Income Taxes

The effective tax rate for 2013 was 22.9 percent compared to 23.7 percent in 2012. The 2013 and 2012 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. The Adjusted Effective Tax Rate in 2013 was 23.9 percent compared to 24.1 percent in 2012. We recognized net discrete tax benefits of \$22.7 million in 2013, primarily related to the favorable resolution of tax matters in various global jurisdictions and the retroactive extension of the U.S. federal research and development tax credit. We recognized net discrete tax benefits of \$2.1 million in 2012, primarily related to the favorable resolution of tax matters in various global jurisdictions.

See Note 15 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 2013 and 2012 affecting the respective tax rates.

## Architecture & Software

<i>(in millions, except percentages)</i>	2013		2012		Change
Sales	\$	2,682.0	\$	2,650.4	\$ 31.6
Segment operating earnings		759.4		714.4	45.0
Segment operating margin		28.3%		27.0%	1.3 pts

### Sales

Architecture & Software sales increased 1 percent in 2013 compared to 2012. Organic sales increased 2 percent, and the effects of currency translation reduced sales by 1 percentage point. Pricing contributed about 1 percentage point to growth during the year. Strong year-over-year sales growth in the United States and EMEA was offset by significant declines in Asia Pacific. Logix sales increased 4 percent in 2013 compared to 2012.

### Operating Margin

Architecture & Software segment operating earnings increased 6 percent. Operating margin expanded 1.3 points to 28.3 percent in 2013 as compared to 2012, primarily due to higher sales and strong productivity.



## PART II

### ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

## Control Products & Solutions

<i>(in millions, except percentages)</i>	2013		2012		Change
Sales	\$	3,669.9	\$	3,609.0	\$ 60.9
Segment operating earnings		477.4		449.5	27.9
Segment operating margin		13.0%		12.5%	0.5 pts

### Sales

Control Products & Solutions sales increased 2 percent in 2013 compared to 2012. Organic sales increased 2 percent. Pricing contributed less than 1 percentage point to growth during the year. Latin America was the strongest performing region for the segment with double-digit year-over-year sales growth during the year. The United States and Canada experienced solid sales growth in 2013, while Asia Pacific reported significant sales declines.

### Operating Margin

Control Products & Solutions segment operating earnings increased 6 percent. Operating margin expanded 0.5 point to 13.0 percent in 2013 as compared to 2012, primarily due to higher sales, strong productivity and favorable mix.

## 2012 Compared to 2011

<i>(in millions, except per share amounts)</i>	2012		2011		Change
Sales	\$	6,259.4	\$	6,000.4	\$ 259.0
Income from continuing operations		965.9		867.6	98.3
Diluted earnings per share from continuing operations		5.13		4.79	0.34

### Sales

Sales in fiscal 2012 increased 4 percent compared to 2011. Organic sales increased 6 percent. Acquisitions contributed 1 percentage point to the growth rate and currency translation reduced sales by 3 percentage points. Organic sales in our solutions and services businesses grew 12 percent year over year, acquisitions contributed 2 percentage points to the increase and currency translation reduced sales by 4 percentage points. Year-end

backlog in these businesses was 7 percent lower than a year ago due to an increase in order delays. Product organic sales grew 4 percent year over year and currency translation reduced sales by 3 percentage points. Volume accounted for substantially all of the organic sales growth during the year as pricing contributed less than 1 percentage point to growth.

The table below presents our sales for the year ended September 30, 2012 by geographic region and the percentage change in sales from the year ended September 30, 2011 (in millions, except percentages):

	Year Ended September 30, 2012 <sup>(1)</sup>	Change vs. Year Ended September 30, 2011	Change in Organic Sales vs. Year Ended September 30, 2011 <sup>(2)</sup>
United States	\$ 3,067.3	5%	5%
Canada	464.3	17%	20%
Europe, Middle East and Africa	1,280.6	1%	6%
Asia Pacific	942.4	3%	5%
Latin America	504.8	(1)%	8%
<b>TOTAL SALES</b>	<b>\$ 6,259.4</b>	<b>4%</b>	<b>6%</b>

(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 transportation and oil and gas industries, as consumer industries lagged the region growth rate.
- Strong organic sales growth in Canada reflected continued strength in the resource-based industries.
- EMEA's organic sales growth was driven by strong double digit growth in its emerging markets, particularly in Central and Eastern Europe.
- Asia Pacific organic sales growth was mixed across the countries in the region with mature markets generally outperforming emerging markets and Australia experiencing significant sales declines.
- Organic sales growth in Latin America was driven by strong growth in transportation and oil and gas industries in Mexico, partially offset by year-over-year declines in Brazil, which is experiencing an economic slowdown.

## Income from Continuing Operations

Income from continuing operations before income taxes increased 11 percent from \$867.6 million in 2011 to \$965.9 million in 2012. The increase was predominantly due to increased volume and lower incentive compensation expense, partially offset by increased spending to support growth.

## Income Taxes

The effective tax rate for 2012 was 23.7 percent compared to 19.7 percent in 2011. The 2012 and 2011 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 2012, we recognized net discrete tax benefits of \$2.1 million primarily related to the favorable resolution of worldwide tax matters. 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.

See Note 15 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 2012 and 2011 affecting the respective tax rates.

## Architecture & Software

<i>(in millions, except percentages)</i>	2012		2011		Change
Sales	\$	2,650.4	\$	2,594.3	\$ 56.1
Segment operating earnings		702.8		659.1	43.7
Segment operating margin		26.5%		25.4%	1.1 pts

### Sales

Architecture & Software sales increased 2 percent in 2012. Organic sales increased 5 percent, and the effects of currency translation reduced sales by 3 percentage points. Pricing contributed less than 1 percentage point to growth during the year. Year-over-year organic sales growth in all regions other than Canada and EMEA was slightly above the segment average. Logix organic sales increased 8 percent in 2012 compared to 2011 and currency translation reduced sales by 3 percentage points.

### Operating Margin

Architecture & Software segment operating earnings increased 7 percent. Operating margin expanded 1.1 points to 26.5 percent in 2012 as compared to 2011. The increase was predominantly due to volume increases and lower incentive compensation expense, partially offset by increased spending to support growth.

## Control Products & Solutions

<i>(in millions, except percentages)</i>	2012		2011		Change
Sales	\$	3,609.0	\$	3,406.1	\$ 202.9
Segment operating earnings		428.6		368.5	60.1
Segment operating margin		11.9%		10.8%	1.1 pts

### Sales

Control Products & Solutions sales increased 6 percent. Organic sales increased 8 percent. Acquisitions contributed 1 percentage point to the growth rate and currency translation reduced sales by 3 percentage points. Pricing contributed less than 1 percentage point to growth during the year. Canada was the strongest performing region for the segment with double digit year-over-year organic sales growth during the year. Year-over-year organic sales growth in Latin America and EMEA was slightly above the segment average, while year-over-year organic sales growth in the United States and Asia Pacific was less than the segment average growth rate.

### Operating Margin

Control Products & Solutions segment operating earnings increased 16 percent. Operating margin expanded 1.1 points to 11.9 percent in 2012 as compared to 2011. The increase was predominantly due to volume increases and lower incentive compensation expense, partially offset by increased spending to support growth.



## PART II

### ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

## 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,		
	2013	2012	2011
Cash provided by (used for):			
Operating activities	\$ 1,014.8	\$ 718.7	\$ 643.7
Investing activities	(256.8)	(503.2)	(160.9)
Financing activities	(454.6)	(282.7)	(297.9)
Effect of exchange rate changes on cash	0.6	(16.8)	(5.8)
<b>CASH PROVIDED (USED FOR) BY CONTINUING OPERATIONS</b>	<b>\$ 304.0</b>	<b>\$ (84.0)</b>	<b>\$ 179.1</b>
The following table summarizes free cash flow (in millions):			
Cash provided by continuing operating activities	\$ 1,014.8	\$ 718.7	\$ 643.7
Capital expenditures of continuing operations	(146.2)	(139.6)	(120.1)
Excess income tax benefit from share-based compensation	31.9	18.5	38.1
<b>FREE CASH FLOW</b>	<b>\$ 900.5</b>	<b>\$ 597.6</b>	<b>\$ 561.7</b>

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.

Cash provided by operating activities was \$1,014.8 million for the year ended September 30, 2013 compared to \$718.7 million for the year ended September 30, 2012. Free cash flow was a source of \$900.5 million for the year ended September 30, 2013 compared to a source of \$597.6 million for the year ended September 30, 2012. The increase in the cash flow provided by operating activities and the increase in free cash flow are primarily due to a \$300 million discretionary pre-tax contribution to our U.S. qualified pension trust, partially offset by a related tax benefit, made in 2012 and lower incentive compensation payments in 2013.

We repurchased approximately 4.7 million shares of our common stock under our share repurchase program in 2013. The total cost of these shares was \$401.5 million, of which \$6.4 million was recorded in accounts payable at September 30, 2013, related to 60,000 shares that did not settle until October 2013. In 2012, we repurchased approximately 3.7 million shares of our common stock under our share repurchase program. The total cost of these shares was \$265.3 million, of which \$7.6 million was recorded in accounts payable at September 30, 2012, related to 110,000 shares that did not settle until October 2012. Our decision to repurchase stock in 2014 will depend on business conditions, free cash flow generation, other cash requirements and stock price. At September 30, 2013 we had approximately \$535.1 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 retirement plans, acquisitions of businesses, dividends to shareowners, repurchases of

common stock and repayments of debt. We expect capital expenditures in 2014 to be about \$170 million. We expect to fund future uses of cash with a combination of existing cash balances and short-term investments, cash generated by operating activities, commercial paper borrowings or a new issuance of debt or other securities.

Given our extensive operations outside the U.S., a significant amount of our cash, cash equivalents and short-term investments (funds) are held in non-U.S. subsidiaries where our undistributed earnings are permanently reinvested. Generally, these funds would be subject to U.S. tax if repatriated. The percentage of such non-U.S. funds can vary from quarter to quarter with an average of approximately 90 percent over the past eight quarters. As of September 30, 2013, approximately 90 percent of our funds were held in such non-U.S. subsidiaries. We have not encountered and do not expect to encounter any difficulty meeting the liquidity requirements of our domestic and international operations.

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. Commercial paper is our principal source of short-term financing. At September 30, 2013, commercial paper borrowings outstanding were \$179.0 million, with a weighted average interest rate of 0.17 percent. At September 30, 2012, commercial paper borrowings outstanding were \$157.0 million, with a weighted average interest rate of 0.27 percent. Our debt-to-total-capital ratio was 29.5 percent at September 30, 2013 and 36.4 percent at September 30, 2012. The decrease in the debt-to-total-capital ratio is primarily due to higher shareowners' equity resulting from year-end pension adjustments for actuarial gains due to increase in the discount rate.

On May 22, 2013, we replaced our former four-year \$750.0 million unsecured revolving credit facility expiring in March 2015 with a new five-year \$750.0 million unsecured revolving credit facility expiring in May 2018. We can increase the aggregate amount of this credit facility by up to \$250.0 million, subject to the consent of the banks in the credit facility. We did not incur early termination penalties in connection with the termination of the former credit facility. We have not borrowed against these credit facilities during the years ended September 30, 2013 and 2012. 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. Separate short-term unsecured credit facilities of approximately \$121.6 million at September 30, 2013 were available to non-U.S. subsidiaries. Borrowings under our non-U.S. credit facilities during fiscal 2013 and 2012 were not significant. We were in compliance with all covenants under our credit facilities during the years ended September 30, 2013 and 2012. There were no significant commitment fees or compensating balance requirements under any of our credit facilities.

## ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

Among other uses, we can draw on our credit facility as a 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 short-term credit ratings set forth in the table below. 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.

The following is a summary of our credit ratings as of September 30, 2013:

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

Our ability to access the commercial paper market, and the related costs of these borrowings, is 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 and short-term investments. 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 and short-term investments among counterparties to minimize exposure to any one of these entities.

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 \$276.3 million in 2013 (\$1.98 per common share), \$247.4 million in 2012 (\$1.745 per common share) and \$211.0 million in 2011 (\$1.475 per common share). Our quarterly dividend rate as of September 30, 2013 is \$0.52 per common share (\$2.08 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, 2013 are (in millions):

	Payments by Period						
	Total	2014	2015	2016	2017	2018	Thereafter
Long-term debt and interest <sup>(a)</sup>	\$ 2,518.1	\$ 56.9	\$ 56.9	\$ 56.9	\$ 56.9	\$ 299.9	\$ 1,990.6
Minimum operating lease payments	358.0	82.0	67.7	52.7	43.1	33.7	78.8
Postretirement benefits <sup>(b)</sup>	150.2	15.1	14.6	13.8	12.9	12.2	81.6
Pension funding contribution <sup>(c)</sup>	41.1	41.1	—	—	—	—	—
Purchase obligations <sup>(d)</sup>	100.7	38.4	20.2	10.2	7.5	7.5	16.9
Other long-term liabilities <sup>(e)</sup>	80.9	8.1	—	—	—	—	—
Unrecognized tax benefits <sup>(f)</sup>	53.2	—	—	—	—	—	—
<b>TOTAL</b>	<b>\$ 3,302.2</b>	<b>\$ 241.6</b>	<b>\$ 159.4</b>	<b>\$ 133.6</b>	<b>\$ 120.4</b>	<b>\$ 353.3</b>	<b>\$ 2,167.9</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 \$44.9 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 2014 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 2014 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 and contractual commitments for capital expenditures.

(e) Other long-term liabilities include environmental liabilities, asset retirement obligations and indemnifications, net of related receivables. Amounts subsequent to 2014 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.



## PART II

## ITEM 7 Management's Discussion and Analysis of Financial Condition and Results of Operations

## 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 exchange 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 and operating segment performance from the activities of our businesses without the effect of changes in currency exchange rates and acquisitions.

We use organic sales as one measure to monitor and evaluate our regional and operating segment performance. We determine the effect of changes in currency exchange rates by translating the respective period's sales using the same currency exchange rates that were in effect during the prior year. When we acquire businesses, we exclude sales in the current period for which there are no comparable sales in the 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.

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

Year Ended September 30, 2013							Year Ended September 30, 2012	
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales		Sales	
United States	\$ 3,202.9	\$ 0.8	\$ 3,203.7	\$ (2.1)	\$ 3,201.6	\$	3,067.3	
Canada	468.7	4.4	473.1	—	473.1		464.3	
Europe, Middle East and Africa	1,284.9	(2.9)	1,282.0	—	1,282.0		1,280.6	
Asia Pacific	851.9	4.2	856.1	(10.7)	845.4		942.4	
Latin America	543.5	19.4	562.9	—	562.9		504.8	
<b>TOTAL COMPANY SALES</b>	<b>\$ 6,351.9</b>	<b>\$ 25.9</b>	<b>\$ 6,377.8</b>	<b>\$ (12.8)</b>	<b>\$ 6,365.0</b>	<b>\$</b>	<b>6,259.4</b>	

Year Ended September 30, 2012							Year Ended September 30, 2011	
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales		Sales	
United States	\$ 3,067.3	\$ 3.3	\$ 3,070.6	\$ (2.3)	\$ 3,068.3	\$	2,917.8	
Canada	464.3	9.4	473.7	—	473.7		396.2	
Europe, Middle East and Africa	1,280.6	98.3	1,378.9	(33.1)	1,345.8		1,267.6	
Asia Pacific	942.4	11.8	954.2	(1.3)	952.9		910.6	
Latin America	504.8	43.1	547.9	—	547.9		508.2	
<b>TOTAL COMPANY SALES</b>	<b>\$ 6,259.4</b>	<b>\$ 165.9</b>	<b>\$ 6,425.3</b>	<b>\$ (36.7)</b>	<b>\$ 6,388.6</b>	<b>\$</b>	<b>6,000.4</b>	

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

Year Ended September 30, 2013							Year Ended September 30, 2012	
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales		Sales	
Architecture & Software	\$ 2,682.0	\$ 10.7	\$ 2,692.7	\$ —	\$ 2,692.7	\$	2,650.4	
Control Products & Solutions	3,669.9	15.2	3,685.1	(12.8)	3,672.3		3,609.0	
<b>TOTAL COMPANY SALES</b>	<b>\$ 6,351.9</b>	<b>\$ 25.9</b>	<b>\$ 6,377.8</b>	<b>\$ (12.8)</b>	<b>\$ 6,365.0</b>	<b>\$</b>	<b>6,259.4</b>	

Year Ended September 30, 2012							Year Ended September 30, 2011	
	Sales	Effect of Changes in Currency	Sales Excluding Changes in Currency	Effect of Acquisitions	Organic Sales		Sales	
Architecture & Software	\$ 2,650.4	\$ 73.5	\$ 2,723.9	\$ —	\$ 2,723.9	\$	2,594.3	
Control Products & Solutions	3,609.0	92.4	3,701.4	(36.7)	3,664.7		3,406.1	
<b>TOTAL COMPANY SALES</b>	<b>\$ 6,259.4</b>	<b>\$ 165.9</b>	<b>\$ 6,425.3</b>	<b>\$ (36.7)</b>	<b>\$ 6,388.6</b>	<b>\$</b>	<b>6,000.4</b>	

## 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 2013 was \$168.1 million compared to \$104.7 million in 2012. Approximately 77 percent of our 2013 global pension expense relates to our U.S. pension plan. The actuarial assumptions used to determine our 2013 U.S. pension expense included the following: discount rate of 4.15 percent (compared to 5.20 percent for 2012); expected rate of return on plan assets of 8.00 percent (compared to 8.00 percent for 2012); and an assumed long-term compensation increase rate of 4.00 percent (compared to 4.00 percent for 2012).

In 2013, 2012 and 2011, we were not required to make contributions to satisfy minimum statutory funding requirements in our U.S. pension plans. However, we made voluntary contributions of \$300.0 million and \$150.0 million to our U.S. pension plans in 2012 and 2011, respectively.

The table below presents our estimate of net periodic benefit cost in 2014 compared to net periodic benefit cost in 2013 (in millions):

	2014	2013	Change
Service cost	\$ 78.7	\$ 92.1	\$ (13.4)
Prior service credit amortization	(2.7)	(2.5)	(0.2)
Operating pension cost	76.0	89.6	(13.6)
Interest cost	174.4	160.2	14.2
Expected return on plan assets	(218.1)	(226.3)	8.2
Net actuarial loss amortization	99.9	144.6	(44.7)
Non-operating pension cost	56.2	78.5	(22.3)
<b>NET PERIODIC BENEFIT COST</b>	<b>\$ 132.2</b>	<b>\$ 168.1</b>	<b>\$ (35.9)</b>

For 2014 our U.S. discount rate will increase to 5.05 percent from 4.15 percent in 2013. 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. Our U.S. long-term compensation increase rate will decrease to 3.75 percent for 2014 from 4.00 percent in 2013. We established this rate by analyzing all elements of compensation that are pension-eligible earnings.

For 2014 our expected rate of return on U.S. plan assets will decrease to 7.50 percent from 8.00 percent in 2013, reflecting lower future expected market returns. 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 financial markets produced strong results in 2013. The plan's Debt Securities return exceeded the expected return range in 2013, as lower market interest rates resulted in higher bond values. The plan's Equity Securities return exceeded the expected return range in 2013, largely due to higher U.S. equity returns. The actual return for our portfolio of U.S. plan assets was approximately 7.30 percent annualized for the 15 years ended September 30, 2013, and was approximately 8.90 percent annualized for the 20 years ended September 30, 2013.

The target allocations and ranges of long-term 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 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 projected benefit obligation and annual net periodic benefit 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	\$ 100.9	\$ 9.6
Return on plan assets	—	6.0
Compensation increase rate	19.0	4.0

More information regarding pension benefits is contained in Note 12 in the Financial Statements.



## 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. Within this category, we will at times enter into arrangements that involve the delivery of multiple products and/or the performance of services, such as installation and commissioning. The timing of delivery, though varied based upon the nature of the undelivered component, is generally short-term in nature. For these arrangements, revenue is allocated to each deliverable based on that element's relative selling price, provided the delivered element has value to customers on a standalone basis and, if the arrangement includes a general right of return, delivery or performance of the undelivered items is probable and substantially in our control. Relative selling price is obtained from sources such as vendor-specific objective evidence (VSOE), which is based on the separate selling price for that or a similar item, or from third-party evidence such as how competitors have priced similar items. If such evidence is not available, we use our best estimate of the selling price, which includes various internal factors such as our pricing strategy and market factors.

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 \$10.8 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 setoff exists, as a reduction of accounts receivable. The accrual for customer returns, rebates and incentives was \$184.0 million at September 30, 2013 and \$176.6 million at September 30, 2012, of which \$8.9 million at September 30, 2013 and \$7.9 million at September 30, 2012 was included as an offset to accounts receivable.

## 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 its value. We also record liabilities for environmental matters based on estimates for known environmental remediation exposures. The liabilities include expenses 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. If we determine that recovery from insurers or other third parties is probable and a right of setoff exists, we record the liability net of the estimated recovery. If we determine that recovery from insurers or other third parties is probable, but a right of setoff does not exist, we record a liability for the total estimated costs of remediation and a receivable for the estimated recovery. At environmental sites where we are the only responsible party, we record a liability for the total estimated costs of remediation. Ongoing operating and maintenance expenditures included in our environmental remediation obligations are discounted to present value over the probable future remediation period. Our remaining environmental remediation obligations are undiscounted due to subjectivity of timing and/or amount of future cash payments. 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 the required remediation procedures or timing of those 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 accrual for environmental matters was \$47.5 million, net of \$35.1 million of related receivables, and \$45.2 million, net of \$32.1 million of related receivables, at September 30, 2013 and 2012, respectively. 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 required remediation procedures or timing of those 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 insurance 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 \$21.0 million and \$22.3 million as of September 30, 2013 and 2012, respectively.

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 \$2.3 million and \$3.4 million in other current liabilities at September 30, 2013 and 2012, respectively, and \$22.0 million and \$22.4 million in other liabilities at September 30, 2013 and 2012, respectively.

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 \$11.4 million, of which \$0.3 million and \$1.6 million has been accrued in other current liabilities at September 30, 2013 and 2012, respectively, and \$9.2 million and \$8.8 million has been accrued in other liabilities at September 30, 2013 and 2012, 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 16 in the Financial Statements.

## Income Taxes

We operate in numerous taxing jurisdictions and are subject to regular examinations by U.S. Federal, state and non-U.S. taxing authorities. 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 \$40.8 million and

\$70.3 million at September 30, 2013 and 2012, respectively, of which the entire amount would reduce our effective tax rate if recognized. Accrued interest and penalties related to unrecognized tax benefits were \$12.4 million and \$20.1 million at September 30, 2013 and 2012, respectively. We recognize interest and penalties related to unrecognized tax benefits in the income tax provision. If the unrecognized tax benefits were recognized, the net impact on our income tax provision, including the recognition of interest and penalties and offsetting tax assets, would be \$27.1 million as of September 30, 2013. We believe it is reasonably possible that the amount of gross unrecognized tax benefits could be reduced by up to \$16.4 million in the next 12 months as a result of the resolution of tax matters in various global jurisdictions 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 \$28.3 million at September 30, 2013 and \$31.8 million at September 30, 2012 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. Conversely, our income would decrease if we determine we are unable to realize our deferred tax assets in the future.

Our consolidated financial statements provide for tax liability on undistributed earnings of our subsidiaries that will be repatriated to the U.S. As of September 30, 2013, we have not provided U.S. deferred taxes for \$2,427.0 million of such earnings, since these earnings have been, and under current plans will continue to be, permanently reinvested outside the U.S.

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 15 in the Financial Statements.

## Recent Accounting Pronouncements

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



## 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

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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 \$10.6 million and a liability of \$11.7 million at September 30, 2013. 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. In 2013 and 2012, the relative strengthening of the U.S. dollar against foreign currencies had an unfavorable impact on our sales and results of operations. While future changes in foreign currency exchange rates are difficult to predict, our sales and profitability may be adversely affected if the U.S. dollar further strengthens relative to 2013 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 2013 and 2012. 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.

### Interest Rate Risk

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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. Commercial paper borrowings outstanding at September 30, 2013 were \$179.0 million with remaining maturities of five days at a weighted average interest rate of 0.17 percent. Commercial paper borrowings at September 30, 2012 were \$157.0 million with remaining maturities of six days at a weighted average interest rate of 0.27 percent. As these obligations mature, we issued, and anticipate continuing to issue, additional short-term commercial paper obligations to refinance all or part of these borrowings. Changes in market interest rates on commercial paper

borrowings affect our results of operations. In 2013 and 2012, a 100 basis point increase in average market interest rates would have increased our interest expense by \$2.1 million and \$2.7 million, respectively.

We had outstanding fixed rate long-term debt obligations with a carrying value of \$905.1 million at September 30, 2013 and \$905.0 million at September 30, 2012. The fair value of this debt was \$1,072.2 million at September 30, 2013 and \$1,187.9 million at September 30, 2012. 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.

## ITEM 8 Financial Statements and Supplementary Data

### Consolidated Balance Sheet

<i>(in millions)</i>	September 30,	
	2013	2012
<b>ASSETS</b>		
Current assets:		
Cash and cash equivalents	\$ 1,200.9	\$ 903.9
Short-term investments	372.7	350.0
Receivables	1,186.1	1,187.3
Inventories	615.4	619.0
Deferred income taxes	189.5	208.6
Other current assets	115.3	118.7
Total current assets	3,679.9	3,387.5
Property, net	616.0	587.1
Goodwill	1,023.0	948.8
Other intangible assets, net	212.8	209.5
Deferred income taxes	147.3	351.1
Other assets	165.6	152.5
<b>TOTAL</b>	<b>\$ 5,844.6</b>	<b>\$ 5,636.5</b>
<b>LIABILITIES AND SHAREOWNERS' EQUITY</b>		
Current liabilities:		
Short-term debt	\$ 179.0	\$ 157.0
Accounts payable	546.7	547.6
Compensation and benefits	236.8	246.4
Advance payments from customers and deferred revenue	210.9	204.1
Customer returns, rebates and incentives	175.1	168.7
Other current liabilities	196.2	207.8
Total current liabilities	1,544.7	1,531.6
Long-term debt	905.1	905.0
Retirement benefits	595.9	1,105.8
Other liabilities	213.4	242.4
Commitments and contingent liabilities (Note 16)		
Shareowners' equity:		
Common stock (shares issued: 181.4)	181.4	181.4
Additional paid-in capital	1,456.0	1,416.7
Retained earnings	4,333.4	3,858.8
Accumulated other comprehensive loss	(817.7)	(1,225.3)
Common stock in treasury, at cost (shares held: 2013, 42.5; 2012, 41.6)	(2,567.6)	(2,379.9)
Total shareowners' equity	2,585.5	1,851.7
<b>TOTAL</b>	<b>\$ 5,844.6</b>	<b>\$ 5,636.5</b>

See Notes to Consolidated Financial Statements.



## Consolidated Statement of Operations

<i>(in millions, except per share amounts)</i>	Year Ended September 30,		
	2013	2012	2011
Sales			
Products and solutions	\$ 5,706.0	\$ 5,656.1	\$ 5,430.8
Services	645.9	603.3	569.6
	6,351.9	6,259.4	6,000.4
Cost of sales			
Products and solutions	(3,326.4)	(3,315.9)	(3,224.0)
Services	(451.7)	(420.8)	(386.0)
	(3,778.1)	(3,736.7)	(3,610.0)
Gross profit	2,573.8	2,522.7	2,390.4
Selling, general and administrative expenses	(1,537.7)	(1,491.7)	(1,461.2)
Other income (expense) (Note 14)	5.7	(5.0)	(2.1)
Interest expense	(60.9)	(60.1)	(59.5)
Income from continuing operations before income taxes	980.9	965.9	867.6
Income tax provision (Note 15)	(224.6)	(228.9)	(170.5)
<b>Income from continuing operations</b>	<b>756.3</b>	<b>737.0</b>	<b>697.1</b>
Income from discontinued operations (Note 13)	—	—	0.7
<b>NET INCOME</b>	<b>\$ 756.3</b>	<b>\$ 737.0</b>	<b>\$ 697.8</b>
<b>Basic earnings per share:</b>			
Continuing operations	\$ 5.43	\$ 5.20	\$ 4.88
Discontinued operations	—	—	—
<b>NET INCOME</b>	<b>\$ 5.43</b>	<b>\$ 5.20</b>	<b>\$ 4.88</b>
<b>Diluted earnings per share:</b>			
Continuing operations	\$ 5.36	\$ 5.13	\$ 4.79
Discontinued operations	—	—	0.01
<b>NET INCOME</b>	<b>\$ 5.36</b>	<b>\$ 5.13</b>	<b>\$ 4.80</b>
<b>Weighted average outstanding shares:</b>			
Basic	139.2	141.5	142.7
Diluted	140.9	143.4	145.2

See Notes to Consolidated Financial Statements.

## Consolidated Statement of Comprehensive Income

<i>(in millions)</i>	Year Ended September 30,		
	2013	2012	2011
Net income	\$ 756.3	\$ 737.0	\$ 697.8
Other comprehensive income (loss):			
Pension and other postretirement benefit plan adjustments (net of tax expense (benefit) of \$232.1, (\$103.1), and (\$93.2))	402.2	(192.4)	(178.7)
Currency translation adjustments	8.3	(35.0)	23.4
Net change in unrealized gains and losses on cash flow hedges (net of tax (benefit) expense of (\$1.8), (\$3.1), and \$2.3)	(2.9)	(5.0)	3.9
Net change in unrealized gains and losses on investment securities, net of tax	—	—	(0.3)
Other comprehensive income (loss)	407.6	(232.4)	(151.7)
<b>COMPREHENSIVE INCOME</b>	<b>\$ 1,163.9</b>	<b>\$ 504.6</b>	<b>\$ 546.1</b>

See Notes to Consolidated Financial Statements.

## Consolidated Statement of Cash Flows

<i>(in millions)</i>	Year Ended September 30,		
	2013	2012	2011
<b>Continuing operations:</b>			
<b>Operating activities:</b>			
Net income	\$ 756.3	\$ 737.0	\$ 697.8
Income from discontinued operations	—	—	(0.7)
Income from continuing operations	756.3	737.0	697.1
Adjustments to arrive at cash provided by operating activities:			
Depreciation	113.8	103.9	96.5
Amortization of intangible assets	31.4	34.7	34.8
Share-based compensation expense	41.1	43.5	39.5
Retirement benefit expense	170.4	105.9	100.9
Pension trust contributions	(41.3)	(341.1)	(184.7)
Deferred income taxes	(6.5)	82.2	46.5
Net loss (gain) on disposition of property and investments	0.5	1.0	(0.9)
Income tax benefit from the exercise of stock options	2.1	0.7	3.1
Excess income tax benefit from share-based compensation	(31.9)	(18.5)	(38.1)
Changes in assets and liabilities, excluding effects of acquisitions, divestitures, and foreign currency adjustments:			
Receivables	(12.3)	(135.7)	(207.2)
Inventories	0.8	21.4	(41.9)
Accounts payable	3.3	90.2	15.0
Compensation and benefits	(8.5)	(67.0)	16.9
Income taxes	33.8	35.7	49.2
Other assets and liabilities	(38.2)	24.8	17.0
<b>CASH PROVIDED BY OPERATING ACTIVITIES</b>	<b>1,014.8</b>	<b>718.7</b>	<b>643.7</b>
<b>Investing activities:</b>			
Capital expenditures	(146.2)	(139.6)	(120.1)
Acquisition of businesses, net of cash acquired	(84.8)	(16.2)	(45.9)
Purchases of short-term investments	(372.2)	(487.5)	—
Proceeds from maturities of short-term investments	350.0	137.5	—
Proceeds from sale of property and investments	0.5	2.6	5.1
Other investing activities	(4.1)	—	—
<b>CASH USED FOR INVESTING ACTIVITIES</b>	<b>(256.8)</b>	<b>(503.2)</b>	<b>(160.9)</b>
<b>Financing activities:</b>			
Net issuance of short-term debt	22.0	157.0	—
Cash dividends	(276.3)	(247.4)	(211.0)
Purchases of treasury stock (See Note 10 for non-cash financing activities)	(402.7)	(259.4)	(298.7)
Proceeds from the exercise of stock options	172.3	49.0	174.0
Excess income tax benefit from share-based compensation	31.9	18.5	38.1
Other financing activities	(1.8)	(0.4)	(0.3)
<b>CASH USED FOR FINANCING ACTIVITIES</b>	<b>(454.6)</b>	<b>(282.7)</b>	<b>(297.9)</b>
Effect of exchange rate changes on cash	0.6	(16.8)	(5.8)
<b>Cash provided by (used for) continuing operations</b>	<b>304.0</b>	<b>(84.0)</b>	<b>179.1</b>
<b>Discontinued operations:</b>			
Cash used for discontinued operating activities	(7.0)	(1.0)	(3.6)
<b>Cash used for discontinued operations</b>	<b>(7.0)</b>	<b>(1.0)</b>	<b>(3.6)</b>
<b>Increase (decrease) in cash and cash equivalents</b>	<b>297.0</b>	<b>(85.0)</b>	<b>175.5</b>
<b>Cash and cash equivalents at beginning of year</b>	<b>903.9</b>	<b>988.9</b>	<b>813.4</b>
<b>CASH AND CASH EQUIVALENTS AT END OF YEAR</b>	<b>\$ 1,200.9</b>	<b>\$ 903.9</b>	<b>\$ 988.9</b>

See Notes to Consolidated Financial Statements.



## Consolidated Statement of Shareowners' Equity

<i>(in millions, except per share amounts)</i>	Year Ended September 30,		
	2013	2012	2011
<b>Common stock (no shares issued during years)</b>	\$ 181.4	\$ 181.4	\$ 181.4
<b>Additional paid-in capital</b>			
Beginning balance	1,416.7	1,381.4	1,344.2
Income tax benefits from share-based compensation	34.0	19.2	41.2
Share-based compensation expense	40.2	42.7	38.7
Shares delivered under incentive plans	(34.9)	(26.6)	(42.7)
Ending balance	1,456.0	1,416.7	1,381.4
<b>Retained earnings</b>			
Beginning balance	3,858.8	3,382.8	2,912.4
Net income	756.3	737.0	697.8
Cash dividends (2013, \$1.98 per share; 2012, \$1.745 per share; 2011, \$1.475 per share)	(276.3)	(247.4)	(211.0)
Shares delivered under incentive plans	(5.4)	(13.6)	(16.4)
Ending balance	4,333.4	3,858.8	3,382.8
<b>Accumulated other comprehensive loss</b>			
Beginning balance	(1,225.3)	(992.9)	(841.2)
Other comprehensive income (loss)	407.6	(232.4)	(151.7)
Ending balance	(817.7)	(1,225.3)	(992.9)
<b>Treasury stock</b>			
Beginning balance	(2,379.9)	(2,204.7)	(2,136.4)
Purchases	(401.5)	(265.3)	(299.2)
Shares delivered under incentive plans	213.8	90.1	230.9
Ending balance	(2,567.6)	(2,379.9)	(2,204.7)
<b>TOTAL SHAREOWNERS' EQUITY</b>	\$ 2,585.5	\$ 1,851.7	\$ 1,748.0

See Notes to Consolidated Financial Statements.

# Notes to Consolidated Financial Statements

## NOTE 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

Our consolidated financial statements are prepared in accordance with accounting principles generally accepted in the United States (U.S. GAAP).

### 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 control but exercise significant influence are accounted for using the equity method 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 preparation of consolidated financial statements in accordance with U.S. GAAP requires 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

We recognize revenue when it is realized or realizable and earned. Product and solution sales consist of industrial automation power, control and information; hardware and software products; and custom-engineered systems. Service sales include multi-vendor customer technical support and repair, asset management and optimization consulting and training. All service sales recorded in the Consolidated Statement of Operations are associated with our Control Products & 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. Within this category, we will at times enter into arrangements that involve the delivery of multiple products and/or the performance of services, such as installation and commissioning. The timing of delivery, though varied based upon the nature of the undelivered component, is generally short-term in nature. For these arrangements, revenue is allocated to each deliverable based on that element's relative selling price, provided the delivered element has value to customers on a standalone basis and, if the arrangement includes a general right of return, delivery or performance of the undelivered items is probable and substantially in our control. Relative selling price is obtained

from sources such as vendor-specific objective evidence (VSOE), which is based on the separate selling price for that or a similar item, or from third-party evidence such as how competitors have priced similar items. If such evidence is not available, we use our best estimate of the selling price, which includes various internal factors such as our pricing strategy and market factors.

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.

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 setoff 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.



## Short-term Investments

Short-term investments include time deposits and certificates of deposit with original maturities of more than three months but no more than one year at the time of purchase. These investments are stated at cost, which approximates fair value.

## 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 \$22.5 million at September 30, 2013 and \$28.0 million at September 30, 2012. In addition, receivables are stated net of an allowance for certain customer returns, rebates and incentives of \$8.9 million at September 30, 2013 and \$7.9 million at September 30, 2012.

## 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 5 to 40 years for buildings and improvements, 3 to 10 years for machinery and equipment and 3 to 8 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.

## 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 3 to 10 years for trademarks, 8 to 20 years for customer relationships, 5 to 17 years for technology and 5 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 \$260.7 million in 2013, \$247.6 million in 2012 and \$243.9 million in 2011. We include R&D expenses in cost of sales in the Consolidated Statement of Operations. While not material to previously issued financial statements, we corrected certain amounts previously included in our classification of R&D costs for the years ended September 30, 2012 and 2011. As a result, our previously reported R&D costs for the years ended September 30, 2012 and 2011 decreased by \$11.5 million and \$10.5 million, respectively.

## 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 based on our assertion of the most likely outcome resulting from an examination, including the resolution of any related appeals or litigation processes.

## 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, 2013 (1.2 million shares), 2012 (2.3 million shares) and 2011 (2.1 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):

	<b>2013</b>		<b>2012</b>		<b>2011</b>
Income from continuing operations	\$ 756.3	\$	737.0	\$	697.1
Less: Allocation to participating securities	(1.1)		(1.4)		(1.4)
Income from continuing operations available to common shareowners	\$ 755.2	\$	735.6	\$	695.7
Income from discontinued operations	\$ —	\$	—	\$	0.7
Less: Allocation to participating securities	—		—		—
Income from discontinued operations available to common shareowners	\$ —	\$	—	\$	0.7
Net income	\$ 756.3	\$	737.0	\$	697.8
Less: Allocation to participating securities	(1.1)		(1.4)		(1.4)
Net income available to common shareowners	\$ 755.2	\$	735.6	\$	696.4
Basic weighted average outstanding shares	139.2		141.5		142.7
Effect of dilutive securities					
Stock options	1.5		1.6		2.1
Performance shares	0.2		0.3		0.4
Diluted weighted average outstanding shares	140.9		143.4		145.2
Basic earnings per share:					
Continuing operations	\$ 5.43	\$	5.20	\$	4.88
Discontinued operations	—		—		—
Net Income	\$ 5.43	\$	5.20	\$	4.88
Diluted earnings per share:					
Continuing operations	\$ 5.36	\$	5.13	\$	4.79
Discontinued operations	—		—		0.01
Net Income	\$ 5.36	\$	5.13	\$	4.80

## Share-Based Compensation

We recognize share-based compensation expense for equity awards on a straight-line basis over the service period of the award based on the fair value of the award as of the grant date.

## 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 insurance 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 liabilities for environmental matters in the period in which our responsibility is probable and the costs can be reasonably estimated. We make changes to the liabilities in the periods in which the estimated costs of remediation change. 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. If we determine that recovery from insurers or other third parties is probable and a right of setoff exists, we record the liability net of the estimated recovery. If we determine that recovery from insurers or other third parties is probable, but a right of setoff does not exist, we record a liability for the total estimated costs of remediation and a receivable for the estimated recovery. At environmental sites where we are the only responsible party, we record a liability for the total estimated

costs of remediation. Ongoing operating and maintenance expenditures included in our environmental remediation obligations are discounted to present value over the probable future remediation period. Our remaining environmental remediation obligations are undiscounted due to subjectivity of timing and/or amount of future cash payments.

## Conditional Asset Retirement Obligations

We record liabilities for costs related to legal obligations 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.

## Recent Accounting Pronouncements

In July 2013, the Financial Accounting Standards Board (FASB) issued new guidance on financial statement presentation of an unrecognized tax benefit when a net operating loss carryforward, a similar tax loss, or a tax credit carryforward exists. The guidance requires entities to present an unrecognized tax benefit in the financial statements as a reduction to a deferred tax asset for a net operating loss carryforward, a similar tax loss, or a tax credit carryforward. To the extent a net operating loss carryforward, a similar tax loss, or a tax credit carryforward is not available at the reporting date to settle any additional income taxes that would result from the disallowance of a tax position or the tax law does not require to use, and the entity does not intend to use, the deferred tax asset for such purpose, the unrecognized tax benefit should be presented in the financial statements as a liability and should not be combined with the deferred tax asset. This guidance is effective for us prospectively for reporting periods beginning October 1, 2014. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

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In March 2013, the FASB issued new guidance related to the release of cumulative translation adjustment related to an entity's investment in a foreign entity. The guidance clarifies that the guidance in Subtopic 830-30, Foreign Currency Matters - Translation of Financial Statements, applies to the release of cumulative translation adjustment into net income when a reporting entity either sells a part or all of its investment in a foreign entity or ceases to have a controlling financial interest in a subsidiary or group of assets that constitute a business within a foreign entity. This guidance is effective for us prospectively for reporting periods beginning October 1, 2014. The adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

In February 2013, the FASB issued new accounting guidance, which requires entities to present, either on the face of the financial statements or in the notes, significant amounts reclassified out of accumulated other comprehensive income and the respective line items of net income affected by the reclassification, but only if the amount reclassified is required to be reclassified to net income in its entirety in the same reporting period. For amounts that are not required to be reclassified in their entirety to net income, entities are required to cross-reference to other disclosures that provide additional detail on those amounts. This guidance is effective for us prospectively for reporting periods beginning October 1, 2013. Other than enhanced disclosures, the adoption of this guidance is not expected to have a material impact on our consolidated financial statements.

**NOTE 2 Acquisitions**

In October 2012, we acquired certain assets of the medium voltage drives business of Harbin Jiuzhou Electric Co., Ltd. (Harbin) located in Harbin, China. The acquisition strengthened our presence in the Asia-Pacific motor control market by adding significant capabilities in design, engineering and manufacturing of medium voltage drive products. The purchase price of the acquisition was \$84.8 million. We recorded goodwill of \$71.1 million attributable to the assembled workforce with the technical expertise in designing, engineering, and manufacturing medium voltage drive products and served market expansion. We assigned the full amount of goodwill to our Control Products & Solutions segment. None of the goodwill recorded is expected to be deductible for tax purposes.

In March 2012, we acquired certain assets and assumed certain liabilities of SoftSwitching Technologies Corporation (SoftSwitching), an industrial power quality detection and protection systems provider in the United States. We recorded no goodwill associated with this acquisition.

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. We purchased the remaining minority shares for \$10.9 million in December 2011. 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.

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

<i>(in millions, except useful lives)</i>	2013		2012		2011	
	Fair Value	Wtd. Avg. Useful Life	Fair Value	Wtd. Avg. Useful Life	Fair Value	Wtd. Avg. Useful Life
Customer relationships	\$ 7.1	10 years	\$ —	—	\$ 14.3	14 years
Technology	3.0	5 years	3.2	10 years	1.5	10 years
Trademarks	—	—	—	—	1.3	2 years
Other intangible assets	1.0	5 years	—	—	0.6	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.

**NOTE 3 Goodwill and Other Intangible Assets**

The changes in the carrying amount of goodwill for the years ended September 30, 2013 and 2012 were (in millions):

	Architecture & Software	Control Products & Solutions	Total
Balance as of September 30, 2011	\$ 386.7	\$ 565.9	\$ 952.6
Translation and other	1.0	(4.8)	(3.8)
Balance as of September 30, 2012	387.7	561.1	948.8
Acquisition of businesses	—	71.1	71.1
Translation	0.1	3.0	3.1
<b>BALANCE AS OF SEPTEMBER 30, 2013</b>	<b>\$ 387.8</b>	<b>\$ 635.2</b>	<b>\$ 1,023.0</b>



Other intangible assets consist of (in millions):

	September 30, 2013		
	Carrying Amount	Accumulated Amortization	Net
Amortized intangible assets:			
Computer software products	\$ 146.9	\$ 73.1	\$ 73.8
Customer relationships	77.4	37.1	40.3
Technology	66.1	30.9	35.2
Trademarks	26.4	10.7	15.7
Other	12.1	8.0	4.1
Total amortized intangible assets	328.9	159.8	169.1
Intangible assets not subject to amortization	43.7	—	43.7
<b>TOTAL</b>	<b>\$ 372.6</b>	<b>\$ 159.8</b>	<b>\$ 212.8</b>

	September 30, 2012		
	Carrying Amount	Accumulated Amortization	Net
Amortized intangible assets:			
Computer software products	\$ 123.4	\$ 61.2	\$ 62.2
Customer relationships	72.6	30.7	41.9
Technology	88.9	50.9	38.0
Trademarks	32.1	12.9	19.2
Other	21.4	16.9	4.5
Total amortized intangible assets	338.4	172.6	165.8
Intangible assets not subject to amortization	43.7	—	43.7
<b>TOTAL</b>	<b>\$ 382.1</b>	<b>\$ 172.6</b>	<b>\$ 209.5</b>

Computer software products represent costs of computer software to be sold, leased or otherwise marketed. Computer software products amortization expense was \$13.1 million in 2013, \$15.9 million in 2012 and \$16.8 million in 2011.

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

Estimated amortization expense is \$31.5 million in 2014, \$34.6 million in 2015, \$31.7 million in 2016, \$28.4 million in 2017 and \$17.1 million in 2018.

We performed the annual evaluation of our goodwill and indefinite life intangible assets for impairment during the second quarter of 2013 and concluded these assets are not impaired.

## NOTE 4 Inventories

Inventories consist of (in millions):

	September 30,	
	2013	2012
Finished goods	\$ 248.4	\$ 262.5
Work in process	167.2	149.5
Raw materials, parts and supplies	199.8	207.0
<b>INVENTORIES</b>	<b>\$ 615.4</b>	<b>\$ 619.0</b>

## NOTE 5 Property, net

Property consists of (in millions):

	September 30,	
	2013	2012
Land	\$ 3.7	\$ 3.7
Buildings and improvements	304.5	292.5
Machinery and equipment	1,041.5	1,022.1
Internal-use software	388.9	414.6
Construction in progress	90.2	65.7
Total	1,828.8	1,798.6
Less accumulated depreciation	(1,212.8)	(1,211.5)
<b>PROPERTY, NET</b>	<b>\$ 616.0</b>	<b>\$ 587.1</b>

## NOTE 6 Long-term and Short-term Debt

Long-term debt consists of (in millions):

	September 30,	
	2013	2012
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	(44.9)	(45.0)
<b>LONG-TERM DEBT</b>	<b>\$ 905.1</b>	<b>\$ 905.0</b>

On May 22, 2013, we replaced our former four-year \$750.0 million unsecured revolving credit facility expiring in March 2015 with a new five-year \$750.0 million unsecured revolving credit facility expiring in May 2018. We can increase the aggregate amount of this credit facility by up to \$250.0 million, subject to the consent of the banks in the credit facility. We did not incur early termination penalties in connection with the termination of the former credit facility. We have not borrowed against these credit facilities during the years ended September 30, 2013 and 2012. 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. Separate short-term unsecured credit facilities of approximately \$121.6 million at September 30, 2013 were available to non-U.S. subsidiaries. Borrowings under our non-U.S. credit facilities

during fiscal 2013 and 2012 were not significant. We were in compliance with all covenants under our credit facilities during the years ended September 30, 2013 and 2012. There were no significant commitment fees or compensating balance requirements under any of our credit facilities.

Our short-term debt obligations primarily relate to commercial paper borrowings. Commercial paper borrowings outstanding were \$179.0 million at September 30, 2013 and \$157.0 million at September 30, 2012. At September 30, 2013 the weighted average interest rate and maturity period of the commercial paper outstanding were 0.17 percent and five days, respectively. At September 30, 2012 the weighted average interest rate and maturity period of the commercial paper outstanding were 0.27 percent and six days, respectively.

Interest payments were \$59.7 million during 2013, \$59.0 million during 2012 and \$60.1 million during 2011.

## NOTE 7 Other Current Liabilities

Other current liabilities consist of (in millions):

	September 30,	
	2013	2012
Unrealized losses on foreign exchange contracts (Note 9)	\$ 10.1	\$ 21.5
Product warranty obligations (Note 8)	36.9	37.8
Taxes other than income taxes	37.7	37.1
Accrued interest	15.6	15.6
Income taxes payable	35.9	14.7
Other	60.0	81.1
<b>OTHER CURRENT LIABILITIES</b>	<b>\$ 196.2</b>	<b>\$ 207.8</b>

## NOTE 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 12 months from either the date of sale or installation. 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,	
	2013	2012
Balance at beginning of period	\$ 37.8	\$ 38.5
Warranties recorded at time of sale	32.0	35.0
Adjustments to pre-existing warranties	0.8	(2.1)
Settlements of warranty claims	(33.7)	(33.6)
<b>BALANCE AT END OF PERIOD</b>	<b>\$ 36.9</b>	<b>\$ 37.8</b>

## NOTE 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 value our forward exchange contracts using a market approach. We use a 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 2013, 2012, or 2011. 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, 2013 were \$888.3 million, of which \$591.3 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/euro, Mexican peso/USD, Singapore dollar/USD, USD/Brazilian real, and Swiss franc/Canadian dollar.

We also use foreign currency denominated debt obligations to hedge portions of our net investments in non-U.S. subsidiaries. The currency effects of the debt obligations are reflected in accumulated other comprehensive loss within shareowners' equity where they offset gains and losses recorded on our net investments globally. We had \$14.4 million and \$14.6 million of foreign currency denominated debt designated as net investment hedges at September 30, 2013 and 2012, respectively.

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):

Derivatives Designated as Hedging Instruments	Balance Sheet Location	Fair Value (Level 2)	
		September 30, 2013	September 30, 2012
Forward exchange contracts	Other current assets	\$ 4.8	\$ 8.7
Forward exchange contracts	Other assets	0.2	1.3
Forward exchange contracts	Other current liabilities	(8.3)	(8.4)
Forward exchange contracts	Other liabilities	(1.6)	(1.5)
<b>TOTAL</b>		<b>\$ (4.9)</b>	<b>\$ 0.1</b>

Derivatives Not Designated as Hedging Instruments	Balance Sheet Location	Fair Value (Level 2)	
		September 30, 2013	September 30, 2012
Forward exchange contracts	Other current assets	\$ 4.9	\$ 2.3
Forward exchange contracts	Other assets	0.7	0.1
Forward exchange contracts	Other current liabilities	(1.8)	(13.1)
<b>TOTAL</b>		<b>\$ 3.8</b>	<b>\$ (10.7)</b>

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

	2013	2012	2011
Forward exchange contracts (cash flow hedges)	\$ 1.8	\$ (1.7)	\$ 3.0
Foreign currency denominated debt (net investment hedges)	0.2	(0.5)	(0.2)
<b>TOTAL</b>	<b>\$ 2.0</b>	<b>\$ (2.2)</b>	<b>\$ 2.8</b>

Approximately \$3.5 million (\$2.2 million net of tax) of net unrealized losses on cash flow hedges as of September 30, 2013 will be reclassified into earnings during the next 12 months. We expect that these net unrealized losses 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:

	2013	2012	2011
Sales	\$ 1.6	\$ (1.1)	\$ 0.3
Cost of sales	4.9	7.5	(3.5)
<b>TOTAL</b>	<b>\$ 6.5</b>	<b>\$ 6.4</b>	<b>\$ (3.2)</b>

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



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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:

	2013		2012		2011
Other income (expense)	\$	0.1	\$	(21.9)	\$ 6.2
Cost of sales		—		—	0.4
<b>TOTAL</b>	<b>\$</b>	<b>0.1</b>	<b>\$</b>	<b>(21.9)</b>	<b>\$ 6.6</b>

We also hold financial instruments consisting of cash, short-term investments, short-term debt and long-term debt. The fair values of our cash, short-term investments and short-term debt approximate their carrying amounts as reported in our Consolidated Balance Sheet due to the short-term nature

of these instruments. We base the fair value of long-term debt upon quoted market prices for the same or similar issues. The following table presents the carrying amounts and estimated fair values of financial instruments not measured at fair value in the Consolidated Balance Sheet (in millions):

	September 30, 2013					
	Carrying Amount		Fair Value			
	Total	Total	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$ 1,200.9	\$ 1,200.9	\$ 1,079.0	\$ 121.9	\$ —	
Short-term investments	372.7	372.7	—	372.7	—	
Short-term debt	179.0	179.0	—	179.0	—	
Long-term debt	905.1	1,072.2	—	1,072.2	—	

	September 30, 2012					
	Carrying Amount		Fair Value			
	Total	Total	Level 1	Level 2	Level 3	
Cash and cash equivalents	\$ 903.9	\$ 903.9	\$ 779.4	\$ 124.5	\$ —	
Short-term investments	350.0	350.0	—	350.0	—	
Short-term debt	157.0	157.0	—	157.0	—	
Long-term debt	905.0	1,187.9	—	1,187.9	—	

## NOTE 10 Shareowners' Equity

### Common Stock

At September 30, 2013, 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. At September 30, 2013, 12.2 million shares of authorized common stock were reserved for various incentive plans.

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

	2013	2012	2011
Beginning balance	139.8	141.9	141.7
Treasury stock purchases	(4.7)	(3.7)	(4.0)
Shares delivered under incentive plans	3.7	1.6	4.2
<b>ENDING BALANCE</b>	<b>138.8</b>	<b>139.8</b>	<b>141.9</b>

During September 2013, we repurchased 60,000 shares of common stock for \$6.4 million that did not settle until October 2013. During September 2012, we repurchased 110,000 shares of common stock for \$7.6 million that did not settle until October 2012. These outstanding purchases were recorded in accounts payable at September 30, 2013 and 2012.

### Accumulated Other Comprehensive Loss

Changes in accumulated other comprehensive loss by component for the years ended September 30, 2013, 2012 and 2011 were (in millions):

	Pension and other postretirement benefit plan adjustments, net of tax (Note 12)	Accumulated currency translation adjustments, net of tax	Net unrealized gains (losses) on cash flow hedges, net of tax	Unrealized gains on investment securities, net of tax	Accumulated other comprehensive loss, net of tax
Balance as of September 30, 2010	\$ (854.9)	\$ 12.1	\$ 1.3	\$ 0.3	\$ (841.2)
Other comprehensive (loss) income	(178.7)	23.4	3.9	(0.3)	(151.7)
Balance as of September 30, 2011	(1,033.6)	35.5	5.2	—	(992.9)
Other comprehensive loss	(192.4)	(35.0)	(5.0)	—	(232.4)
Balance as of September 30, 2012	(1,226.0)	0.5	0.2	—	(1,225.3)
Other comprehensive income (loss)	402.2	8.3	(2.9)	—	407.6
<b>BALANCE AS OF SEPTEMBER 30, 2013</b>	<b>\$ (823.8)</b>	<b>\$ 8.8</b>	<b>\$ (2.7)</b>	<b>\$ —</b>	<b>\$ (817.7)</b>

## NOTE 11 Share-Based Compensation

During 2013, 2012 and 2011 we recognized \$41.1 million, \$43.5 million and \$39.5 million of pre-tax share-based compensation expense, respectively. The total income tax benefit related to share-based compensation expense was \$12.5 million during 2013, \$13.8 million during 2012 and \$12.9 million during 2011. 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, 2013, total unrecognized compensation cost related to share-based compensation awards was \$37.2 million, net of estimated forfeitures, which we expect to recognize over a weighted average period of approximately 1.6 years.

Our 2012 Long-Term Incentives Plan (2012 Plan) authorizes us to deliver up to 6.8 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 2012 Plan, 2008 Long-Term Incentives Plan, as amended, or our 2000 Long-Term Incentives Plan, as amended, that terminate by expiration, forfeiture, cancellation or otherwise without the issuance or delivery of shares will be available for further awards under the 2012 Plan. Approximately 5.5 million shares under our 2012 Plan and 0.3 million shares under our 2003 Directors Stock Plan remain available for future grant or payment at September 30, 2013. We use treasury stock to deliver shares of our common stock under these plans. Our 2012 Plan does not permit share-based compensation awards to be granted after February 7, 2022.

### 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, already-owned shares of common stock or a combination of cash and such 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, 2013, 2012 and 2011 was \$25.18, \$23.49 and \$21.39, respectively. The total intrinsic value of stock options exercised was \$131.7 million, \$43.9 million and \$157.3 million during 2013, 2012 and 2011, 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:

	2013	2012	2011
Average risk-free interest rate	0.66%	1.06%	1.94%
Expected dividend yield	2.35%	2.29%	2.37%
Expected volatility	0.43	0.43	0.39
Expected term (years)	5.3	5.3	5.5

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, 2013 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, 2012	7,873	\$ 56.75		
Granted	1,087	80.34		
Exercised	(3,379)	51.22		
Forfeited	(91)	74.07		
Cancelled	(2)	65.13		
<b>OUTSTANDING AT SEPTEMBER 30, 2013</b>	<b>5,488</b>	<b>64.53</b>	<b>6.9</b>	<b>\$ 232.7</b>
Vested or expected to vest at September 30, 2013	5,311	64.15	6.8	227.3
Exercisable at September 30, 2013	3,048	55.40	5.6	157.1

### 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 shareowner return, assuming reinvestment of all dividends, relative to the performance of companies in the S&P 500 Index over a three-year period. The awards actually earned will range from zero percent to 200 percent of the targeted number of

performance shares for the three-year performance periods and will be paid, to the extent earned, in the fiscal quarter following the end of the applicable three-year performance period. For the three-year performance period ending September 30, 2013, there will be a 180 percent payout of the target number of shares, with a maximum of 127,000 shares to be delivered in payment under the awards in December 2013.

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A summary of performance share activity for the year ended September 30, 2013 is as follows:

	<b>Performance Shares</b> <i>(in thousands)</i>	<b>Wtd. Avg. Grant Date Share Fair Value</b>
Outstanding at October 1, 2012	297	\$ 76.84
Granted <sup>(1)</sup>	79	98.15
Adjustment for performance results achieved <sup>(2)</sup>	98	54.81
Vested and issued	(232)	54.81
Forfeited	(9)	96.82
<b>OUTSTANDING AT SEPTEMBER 30, 2013</b>	<b>233</b>	<b>96.02</b>

(1) Performance shares granted assuming achievement of performance goals at target.

(2) Adjustments were due to the number of shares vested under the fiscal 2010 awards at the end of the three-year performance period ended September 30, 2012 being higher than the target number of shares.

The following table summarizes information about performance shares vested during the years ended September 30:

	<b>2013</b>	<b>2012</b>	<b>2011</b>
Percent payout	173%	200%	42%
Shares vested <i>(in thousands)</i>	232	345	44
Total fair value of shares vested <i>(in millions)</i>	\$ 18.7	\$ 25.8	\$ 3.0

The per share fair value of performance share awards granted during the years ended September 30, 2013, 2012 and 2011 was \$98.15, \$101.57 and \$87.00, respectively, which we determined using a Monte Carlo simulation and the following assumptions:

	<b>2013</b>	<b>2012</b>	<b>2011</b>
Average risk-free interest rate	0.32%	0.39%	0.63%
Expected dividend yield	2.32%	2.29%	2.01%
Expected volatility	0.36	0.43	0.49

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 and restricted stock units 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, 2013, 2012 and 2011 was \$80.17, \$73.73 and \$69.00, respectively. The total fair value of shares vested during the years ended September 30, 2013, 2012, and 2011 was \$9.4 million, \$6.2 million, and \$4.5 million, respectively.

A summary of restricted stock and restricted stock unit activity for the year ended September 30, 2013 is as follows:

	<b>Restricted Stock and Restricted Stock Units</b> <i>(in thousands)</i>	<b>Wtd. Avg. Grant Date Share Fair Value</b>
Outstanding at October 1, 2012	269	\$ 59.57
Granted	65	80.17
Vested	(124)	44.71
Forfeited	(11)	76.13
<b>OUTSTANDING AT SEPTEMBER 30, 2013</b>	<b>199</b>	<b>74.63</b>



## NOTE 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 were not required to make contributions to satisfy minimum funding requirements in our U.S. pension plans. However, we made voluntary contributions of \$300.0 million and \$150.0 million to our U.S. qualified pension plan in 2012 and 2011, respectively. Other postretirement benefits are primarily in the form of retirement medical plans that cover most of our employees in the U.S. and Canada and provide for the payment of certain medical costs of eligible employees and dependents after retirement.

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

	Pension Benefits			Other Postretirement Benefits		
	2013	2012	2011	2013	2012	2011
Service cost	\$ 92.1	\$ 71.8	\$ 70.1	\$ 2.3	\$ 2.2	\$ 3.5
Interest cost	160.2	167.6	163.9	6.3	7.2	10.2
Expected return on plan assets	(226.3)	(228.1)	(204.5)	—	—	—
Amortization:						
Prior service credit	(2.5)	(2.3)	(2.2)	(10.7)	(10.6)	(10.6)
Net transition obligation	—	—	0.4	—	—	—
Net actuarial loss	144.6	94.7	63.7	4.4	2.4	6.4
Settlements	—	1.0	—	—	—	—
<b>NET PERIODIC BENEFIT COST</b>	<b>\$ 168.1</b>	<b>\$ 104.7</b>	<b>\$ 91.4</b>	<b>\$ 2.3</b>	<b>\$ 1.2</b>	<b>\$ 9.5</b>

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

	Pension Benefits		Other Postretirement Benefits	
	2013	2012	2013	2012
Benefit obligation at beginning of year	\$ 4,150.2	\$ 3,482.6	\$ 172.5	\$ 157.7
Service cost	92.1	71.8	2.3	2.2
Interest cost	160.2	167.6	6.3	7.2
Actuarial (gains) losses	(401.0)	597.0	(14.9)	24.0
Plan amendments	—	—	—	(3.1)
Plan participant contributions	5.5	5.4	9.4	10.4
Benefits paid	(198.0)	(176.6)	(24.7)	(26.6)
Currency translation and other	(4.2)	2.4	(0.7)	0.7
Benefit obligation at end of year	3,804.8	4,150.2	150.2	172.5
Plan assets at beginning of year	3,213.3	2,572.9	—	—
Actual return on plan assets	309.0	470.6	—	—
Company contributions	41.3	341.1	15.3	16.2
Plan participant contributions	5.5	5.4	9.4	10.4
Benefits paid	(198.0)	(176.6)	(24.7)	(26.6)
Currency translation and other	(4.1)	(0.1)	—	—
Plan assets at end of year	3,367.0	3,213.3	—	—
<b>FUNDED STATUS OF PLANS</b>	<b>\$ (437.8)</b>	<b>\$ (936.9)</b>	<b>\$ (150.2)</b>	<b>\$ (172.5)</b>
Net amount on balance sheet consists of:				
Other assets	\$ 10.3	\$ 0.8	\$ —	\$ —
Compensation and benefits	(10.8)	(10.2)	(14.7)	(15.8)
Retirement benefits	(437.3)	(927.5)	(135.5)	(156.7)
<b>NET AMOUNT ON BALANCE SHEET</b>	<b>\$ (437.8)</b>	<b>\$ (936.9)</b>	<b>\$ (150.2)</b>	<b>\$ (172.5)</b>

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Amounts included in accumulated other comprehensive loss, net of tax, at September 30, 2013 and 2012 which have not yet been recognized in net periodic benefit cost are as follows (in millions):

	Pension		Other Postretirement Benefits	
	2013	2012	2013	2012
Prior service cost (credit)	\$ 1.4	\$ (0.3)	\$ (15.1)	\$ (21.8)
Net actuarial loss	812.2	1,210.7	25.4	37.5
Net transition benefit	(0.1)	(0.1)	—	—
<b>TOTAL</b>	<b>\$ 813.5</b>	<b>\$ 1,210.3</b>	<b>\$ 10.3</b>	<b>\$ 15.7</b>

During 2013, we recognized prior service credits of \$13.2 million (\$8.4 million net of tax) and net actuarial losses of \$149.0 million (\$95.7 million net of tax) in pension and other postretirement net periodic benefit cost, which were included in accumulated other comprehensive loss at September 30, 2012. In 2014 we expect to recognize prior service credits of \$12.9 million (\$8.2 million

net of tax), and net actuarial losses of \$102.8 million (\$66.5 million net of tax) in pension and other postretirement net periodic benefit cost, which are included in accumulated other comprehensive loss at September 30, 2013.

The accumulated benefit obligation for our pension plans was \$3,563.2 million and \$3,865.3 million at September 30, 2013 and 2012, 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,		
	2013	2012	2011	2013	2012	2011
<b>U.S. Plans</b>						
Discount rate	4.15%	5.20%	5.60%	3.85%	4.90%	5.10%
Expected return on plan assets	8.00%	8.00%	8.00%	—	—	—
Compensation increase rate	4.00%	4.00%	4.00%	—	—	—
<b>Non-U.S. Plans</b>						
Discount rate	3.37%	4.15%	4.14%	3.80%	4.10%	4.75%
Expected return on plan assets	5.42%	5.93%	6.07%	—	—	—
Compensation increase rate	3.03%	3.03%	3.09%	—	—	—

## 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,	
	2013	2012	2013	2012
<b>U.S. Plans</b>				
Discount rate	5.05%	4.15%	4.60%	3.85%
Compensation increase rate	3.75%	4.00%	—	—
Healthcare cost trend rate <sup>(1)</sup>	—	—	7.50%	8.00%
<b>Non-U.S. Plans</b>				
Discount rate	3.69%	3.37%	4.20%	3.80%
Compensation increase rate	3.11%	3.03%	—	—
Healthcare cost trend rate <sup>(2)</sup>	—	—	6.27%	6.68%

(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 targeted and actual asset allocations at September 30, by asset category, are:

Asset Category	Allocation Range	Target Allocations	September 30,	
			2013	2012
Equity Securities	30%–65%	52%	53%	52%
Debt Securities	35%–50%	40%	40%	41%
Other	0%–35%	8%	7%	7%

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, 2013 and 2012, 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.

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, 2013 and 2012.

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

*Mutual funds* — Valued at the closing price reported on the active market on which the individual funds 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* — 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 and alternative equity* — Valued at the estimated fair value, as determined by the respective fund manager, based on the NAV of the investment units held at year end, which is subject to judgment.

*Real estate funds* — Consists of the real estate funds, which provide an indirect investment into a diversified and multi-sector portfolio of property assets. Publicly-traded real estate funds are valued at the most recent closing price reported on the SIX Swiss Exchange. The remainder is valued at the estimated fair value, as determined by the respective fund manager, based on the NAV 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 common collective trusts with a mix of equity and fixed income underlying assets. Other fixed income investments are valued at the most recent closing price reported on the active market on which the individual securities are traded.



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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, 2013:

	Level 1	Level 2	Level 3	Total
<b>U.S. Plans</b>				
Cash and cash equivalents	\$ 3.7	\$ —	\$ —	\$ 3.7
Equity securities:				
Common stock	711.8	—	—	711.8
Mutual funds	196.3	—	—	196.3
Common collective trusts	—	561.5	—	561.5
Fixed income securities:				
Corporate debt	—	535.7	—	535.7
Government securities	240.8	116.2	—	357.0
Common collective trusts	—	128.6	—	128.6
Other types of investments:				
Private equity	—	—	80.4	80.4
Alternative equity	—	—	42.1	42.1
Insurance contracts	—	—	0.8	0.8
<b>Non-U.S. Plans</b>				
Cash and cash equivalents	19.0	—	—	19.0
Equity securities:				
Common stock	41.6	—	—	41.6
Common collective trusts	—	286.4	—	286.4
Fixed income securities:				
Corporate debt	—	39.9	—	39.9
Government securities	3.9	13.7	—	17.6
Common collective trusts	—	239.0	—	239.0
Other types of investments:				
Real estate funds	—	44.6	8.3	52.9
Insurance contracts	—	—	45.5	45.5
Other	—	3.0	4.2	7.2
<b>TOTAL PLAN INVESTMENTS</b>	<b>\$ 1,217.1</b>	<b>\$ 1,968.6</b>	<b>\$ 181.3</b>	<b>\$ 3,367.0</b>

The following table presents our pension plans' investments measured at fair value as of September 30, 2012:

	Level 1	Level 2	Level 3	Total
<b>U.S. Plans</b>				
Cash and cash equivalents	\$ 0.4	\$ —	\$ —	\$ 0.4
Equity securities:				
Common stock	653.7	—	—	653.7
Mutual funds	160.0	—	—	160.0
Common collective trusts	—	530.5	—	530.5
Fixed income securities:				
Corporate debt	—	525.9	—	525.9
Government securities	287.9	80.5	—	368.4
Common collective trusts	—	145.5	—	145.5
Other types of investments:				
Private equity	—	—	83.2	83.2
Alternative equity	—	—	53.4	53.4
Insurance contracts	—	—	0.8	0.8
<b>Non-U.S. Plans</b>				
Cash and cash equivalents	26.8	—	—	26.8
Equity securities:				
Common stock	39.3	—	—	39.3
Common collective trusts	—	296.9	—	296.9
Fixed income securities:				
Corporate debt	—	68.7	—	68.7
Government securities	0.8	—	—	0.8
Common collective trusts	—	167.1	—	167.1
Other types of investments:				
Real estate funds	—	46.2	—	46.2
Insurance contracts	—	—	38.5	38.5
Other	—	2.8	4.4	7.2
<b>TOTAL PLAN INVESTMENTS</b>	<b>\$ 1,168.9</b>	<b>\$ 1,864.1</b>	<b>\$ 180.3</b>	<b>\$ 3,213.3</b>

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, 2013.

	Balance October 1, 2012	Realized Gains (Losses)	Unrealized Gains (Losses)	Purchases, Sales, Issuances, and Settlements, Net	Balance September 30, 2013
<b>U.S. Plans</b>					
Private equity	\$ 83.2	\$ 6.6	\$ (10.8)	\$ 1.4	\$ 80.4
Alternative equity	53.4	(1.1)	4.1	(14.3)	42.1
Insurance contracts	0.8	—	—	—	0.8
<b>Non-U.S. Plans</b>					
Real estate	—	—	0.4	7.9	8.3
Insurance contracts	38.5	—	1.0	6.0	45.5
Other	4.4	—	0.2	(0.4)	4.2
	<b>\$ 180.3</b>	<b>\$ 5.5</b>	<b>\$ (5.1)</b>	<b>\$ 0.6</b>	<b>\$ 181.3</b>

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, 2012.

	Balance October 1, 2011	Realized Gains (Losses)	Unrealized Gains (Losses)	Purchases, Sales, Issuances, and Settlements, Net	Balance September 30, 2012
<b>U.S. Plans</b>					
Private equity	\$ 85.0	\$ 18.0	\$ (9.3)	\$ (10.5)	\$ 83.2
Alternative equity	49.0	4.4	(1.4)	1.4	53.4
Insurance contracts	0.9	—	—	(0.1)	0.8
<b>Non-U.S. Plans</b>					
Real estate	3.9	—	—	(3.9)	—
Insurance contracts	26.9	—	7.9	3.7	38.5
Other	4.1	—	0.1	0.2	4.4
	<b>\$ 169.8</b>	<b>\$ 22.4</b>	<b>\$ (2.7)</b>	<b>\$ (9.2)</b>	<b>\$ 180.3</b>

## Estimated Future Payments

We expect to contribute \$41.1 million related to our worldwide pension plans and \$15.1 million to our postretirement benefit plans in 2014.

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

	Pension Benefits	Other Postretirement Benefits
2014	\$ 220.1	\$ 15.1
2015	213.7	14.6
2016	216.2	13.8
2017	223.2	12.9
2018	231.7	12.2
2019 – 2023	1,291.9	53.1

## 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	
	2013	2012	2013	2012
Increase (decrease) to total of service and interest cost components	\$ 0.2	\$ 0.2	\$ (0.2)	\$ (0.2)
Increase (decrease) to postretirement benefit obligation	2.1	2.4	(1.8)	(2.1)

## 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, 2013 and 2012 are as follows (in millions):

	2013	2012
Projected benefit obligation	\$ 760.1	\$ 3,850.4
Accumulated benefit obligation	674.6	3,573.5
Fair value of plan assets	436.1	2,919.0

## Defined Contribution Savings Plans

We also sponsor certain defined contribution savings plans for eligible employees. Expense related to these plans was \$40.9 million in 2013, \$38.2 million in 2012 and \$31.2 million in 2011.

## NOTE 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.

## NOTE 14 Other Income (Expense)

The components of other income (expense) are (in millions):

	2013	2012	2011
Net (loss) gain on dispositions of securities and property	\$ (0.5)	\$ (1.0)	\$ 0.9
Interest income	9.8	7.8	6.0
Royalty income	3.3	2.3	3.6
Environmental charges	(13.5)	(9.3)	(4.5)
Other	6.6	(4.8)	(8.1)
<b>OTHER INCOME (EXPENSE)</b>	<b>\$ 5.7</b>	<b>\$ (5.0)</b>	<b>\$ (2.1)</b>

In 2013 other income included a \$19.2 million gain from a favorable resolution of certain intellectual property and commercial legal matters.

## NOTE 15 Income Taxes

Selected income tax data from continuing operations (in millions):

	2013	2012	2011
Components of income before income taxes:			
United States	\$ 513.5	\$ 469.6	\$ 364.3
Non-United States	467.4	496.3	503.3
<b>TOTAL</b>	<b>\$ 980.9</b>	<b>\$ 965.9</b>	<b>\$ 867.6</b>
Components of the income tax provision:			
Current:			
United States	\$ 164.5	\$ 71.3	\$ 51.0
Non-United States	51.1	72.3	75.0
State and local	15.5	3.1	(2.0)
Total current	231.1	146.7	124.0
Deferred:			
United States	(1.3)	76.8	46.6
Non-United States	(2.9)	0.4	(5.2)
State and local	(2.3)	5.0	5.1
Total deferred	(6.5)	82.2	46.5
<b>INCOME TAX PROVISION</b>	<b>\$ 224.6</b>	<b>\$ 228.9</b>	<b>\$ 170.5</b>
<b>Total income taxes paid</b>	<b>\$ 203.9</b>	<b>\$ 167.5</b>	<b>\$ 118.6</b>

During 2013, we recognized net discrete tax benefits of \$22.7 million primarily related to the favorable resolution of tax matters in various global jurisdictions and the retroactive extension of the U.S. federal research and development tax credit.

During 2012, we recognized net discrete tax benefits of \$2.1 million primarily related to the favorable resolution of tax matters in various global jurisdictions.



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

## Effective Tax Rate Reconciliation

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

	2013	2012	2011
Statutory tax rate	35.0%	35.0%	35.0%
State and local income taxes	0.9	0.8	0.7
Non-United States taxes	(9.6)	(10.3)	(12.7)
Foreign tax credit utilization	0.8	0.4	0.9
Employee stock ownership plan benefit	(0.2)	(0.3)	(0.3)
Change in valuation allowances	(0.4)	(0.2)	0.8
Domestic manufacturing deduction	(1.1)	(1.1)	(0.8)
Adjustments for prior period tax matters	(2.0)	(0.6)	(2.9)
Other	(0.5)	—	(1.0)
<b>EFFECTIVE INCOME TAX RATE</b>	<b>22.9%</b>	<b>23.7%</b>	<b>19.7%</b>

We operate in certain non-U.S. tax jurisdictions under various government sponsored tax incentive programs, which expire during 2016 through 2019 and may be extended if certain additional requirements are met. The tax incentive programs reduced our effective income tax rate by 3.9, 4.3 and 5.0 percentage points in 2013, 2012 and 2011, respectively.

## Deferred Taxes

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

	2013	2012
<b>Current deferred income tax assets:</b>		
Compensation and benefits	\$ 26.4	\$ 28.7
Product warranty costs	13.0	14.3
Inventory	48.0	58.4
Allowance for doubtful accounts	9.8	15.6
Deferred credits	9.3	9.5
Returns, rebates and incentives	49.7	47.5
Self-insurance reserves	2.5	2.7
Restructuring reserves	3.1	2.4
Net operating loss carryforwards	3.7	3.7
State tax credit carryforwards	—	0.9
Other — net	24.0	24.9
Current deferred income tax assets	189.5	208.6
<b>Long-term deferred income tax assets (liabilities):</b>		
Retirement benefits	\$ 177.4	\$ 369.3
Property	(88.5)	(90.3)
Intangible assets	(40.2)	(34.1)
Environmental reserves	18.0	13.7
Share-based compensation	33.8	40.1
Self-insurance reserves	7.0	6.2
Deferred gains	2.8	3.3
Net operating loss carryforwards	37.6	38.5
Capital loss carryforwards	14.2	17.2
U.S. federal tax credit carryforwards	2.1	1.5
State tax credit carryforwards	4.7	3.4
Other — net	6.7	14.1
Subtotal	175.6	382.9
Valuation allowance	(28.3)	(31.8)
Net long-term deferred income tax assets	147.3	351.1
<b>TOTAL DEFERRED INCOME TAX ASSETS</b>	<b>\$ 336.8</b>	<b>\$ 559.7</b>

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Total deferred tax assets were \$493.8 million at September 30, 2013 and \$715.9 million at September 30, 2012. Total deferred tax liabilities were \$128.7 million at September 30, 2013 and \$124.4 million at September 30, 2012.

We have not provided U.S. deferred taxes for \$2,427.0 million of undistributed earnings of the Company's subsidiaries, since these earnings have been, and under current plans will continue to be, permanently reinvested outside the U.S. 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.

Tax attributes and related valuation allowances at September 30, 2013 are (in millions):

<b>Tax Attribute to be Carried Forward</b>	<b>Tax Benefit Amount</b>	<b>Valuation Allowance</b>	<b>Carryforward Period Ends</b>
Non-United States net operating loss carryforward	\$ 8.5	\$ 6.8	2014-2023
Non-United States net operating loss carryforward	11.8	5.8	Indefinite
Non-United States capital loss carryforward	14.2	14.2	Indefinite
United States net operating loss carryforward	5.5	—	2019-2027
United States tax credit carryforward	2.1	—	2018-2027
State and local net operating loss carryforward	15.5	—	2014-2033
State tax credit carryforward	4.7	—	2025-2028
Subtotal — tax carryforwards	62.3	26.8	
Other deferred tax assets	1.5	1.5	Indefinite
<b>TOTAL</b>	<b>\$ 63.8</b>	<b>\$ 28.3</b>	

There was no material change in the valuation allowance in 2013 and 2012.

## Unrecognized Tax Benefits

We operate in numerous taxing jurisdictions and are subject to regular examinations by various U.S. federal, state and non-U.S. taxing authorities 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):

	<b>2013</b>	<b>2012</b>	<b>2011</b>
Gross unrecognized tax benefits balance at beginning of year	\$ 70.3	\$ 75.1	\$ 66.3
Additions based on tax positions related to the current year	1.1	—	22.3
Additions based on tax positions related to prior years	8.8	3.3	9.3
Reductions based on tax positions related to prior years	—	—	(0.6)
Reductions related to settlements with taxing authorities	(36.2)	(6.3)	(18.5)
Reductions related to lapses of statute of limitations	(1.2)	(2.4)	(3.0)
Effect of foreign currency translation	(2.0)	0.6	(0.7)
<b>GROSS UNRECOGNIZED TAX BENEFITS BALANCE AT END OF YEAR</b>	<b>\$ 40.8</b>	<b>\$ 70.3</b>	<b>\$ 75.1</b>

The amount of gross unrecognized tax benefits that would reduce our effective tax rate if recognized was \$40.8 million, \$70.3 million, and \$75.1 million at September 30, 2013, 2012 and 2011, respectively.

Accrued interest and penalties related to unrecognized tax benefits were \$12.4 million and \$20.1 million at September 30, 2013 and 2012, respectively. We recognize interest and penalties related to unrecognized tax benefits in the income tax provision. Benefits (expense) recognized were \$6.7 million, \$(3.1) million and \$9.7 million in 2013, 2012 and 2011, respectively.

If the unrecognized tax benefits were recognized, the net impact on our income tax provision, including the recognition of interest and penalties and offsetting tax assets, would be \$27.1 million as of September 30, 2013.

We believe it is reasonably possible that the amount of gross unrecognized tax benefits could be reduced by up to \$16.4 million in the next 12 months as a result of the resolution of tax matters in various global jurisdictions and the lapses of statutes of limitations.

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 2010 and are no longer subject to state, local and non-U.S. income tax examinations for years before 2003.

## NOTE 16 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, financial condition or results of operations.

We have been designated as a potentially responsible party at 13 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. In addition, various other lawsuits, claims and proceedings have been asserted against us seeking remediation of alleged environmental impairments, principally at previously owned properties. As of September 30, 2013, we have estimated the total reasonably possible costs we could incur from these matters to be \$117.0 million (\$102.3 million, net of related receivables). We have recorded environmental liability of \$52.2 million (\$45.9 million, net of related receivables) for these matters. Of the \$52.2 million recorded liability, \$36.6 million relates to discounted ongoing operating and maintenance expenditures. In addition to the above matters, certain environmental liabilities are substantially indemnified by ExxonMobil Corporation. At September 30, 2013, we recorded a liability of \$30.4 million and a receivable of \$28.8 million for these matters. We estimate the total reasonably possible costs that we could incur from these matters to be \$30.6 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 effect on our liquidity and capital resources, competitive position, financial condition or results of operations. 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. As of September 30, 2013 and September 30, 2012, we have recorded \$2.3 million and \$3.4 million, respectively, in other current liabilities and \$22.0 million and \$22.4 million, respectively, in other liabilities for these obligations.

### Lease Commitments

Rental expense was \$119.6 million in 2013, \$115.0 million in 2012 and \$111.5 million in 2011. Minimum future rental commitments under operating leases having noncancelable lease terms in excess of one year aggregated \$358.0 million as of September 30, 2013 and are payable as follows (in millions):

2014	\$	82.0
2015		67.7
2016		52.7
2017		43.1
2018		33.7
Beyond 2018		78.8
<b>TOTAL</b>	<b>\$</b>	<b>358.0</b>

Commitments from third parties under sublease agreements having noncancelable lease terms in excess of one year aggregated \$1.2 million as of September 30, 2013 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 effect on our business, financial condition or results of operations.

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 our former Rockwell International Corporation'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.



## PART II

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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.

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 effect on our financial condition or results of operations.

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 \$11.4 million, of which \$0.3 million has been accrued in other current liabilities and \$9.2 million has been accrued in other liabilities at September 30, 2013. We recorded \$1.6 million and \$8.8 million in other current liabilities and other liabilities, respectively, at September 30, 2012 for these indemnifications.

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. As of September 30, 2013, we were not aware of any material indemnification claims that were probable or reasonably possible of an unfavorable outcome. Historically, claims that have been made under the indemnification agreements have not had a material impact on our operating results, financial position or cash flows; however, to the extent that valid indemnification claims arise in the future, future payments by us could be significant and could have a material adverse effect on our results of operations or cash flows in a particular period.

## NOTE 17 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 technical support and repair, customized safety solutions, asset management, training and predictive and preventative maintenance.

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

	2013		2012		2011
Sales:					
Architecture & Software	\$ 2,682.0	\$	2,650.4	\$	2,594.3
Control Products & Solutions	3,669.9		3,609.0		3,406.1
<b>TOTAL</b>	<b>\$ 6,351.9</b>	<b>\$</b>	<b>6,259.4</b>	<b>\$</b>	<b>6,000.4</b>
Segment operating earnings:					
Architecture & Software	\$ 759.4	\$	714.4	\$	670.4
Control Products & Solutions	477.4		449.5		378.4
Total	1,236.8		1,163.9		1,048.8
Purchase accounting depreciation and amortization	(19.3)		(19.8)		(19.8)
General corporate-net	(97.2)		(82.9)		(78.4)
Non-operating pension costs <sup>(1)</sup>	(78.5)		(35.2)		(23.5)
Interest expense	(60.9)		(60.1)		(59.5)
<b>INCOME FROM CONTINUING OPERATIONS BEFORE INCOME TAXES</b>	<b>\$ 980.9</b>	<b>\$</b>	<b>965.9</b>	<b>\$</b>	<b>867.6</b>

(1) Beginning in fiscal 2013, we redefined segment operating earnings to exclude non-operating pension costs. Non-operating pension costs were reclassified to a separate line item within the above table for all periods presented. These costs were previously included in the operating earnings of each segment and in general corporate-net. Non-operating pension costs consist of defined benefit plan interest cost, expected return on plan assets, amortization of actuarial gains and losses and the impacts of any plan curtailments or settlements. These components of net periodic benefit cost primarily relate to changes in pension assets and liabilities that are a result of market performance; we consider these costs to be unrelated to the operating performance of our business. We continue to include service cost and amortization of prior service cost in the business segment that incurred the expense as these components of net periodic benefit cost represent the operating cost of providing pension benefits to our employees.

Among other considerations, we evaluate performance and allocate resources based upon segment operating earnings before income taxes, interest expense, costs related to corporate offices, non-operating pension costs, certain nonrecurring corporate initiatives, gains and losses from the disposition of businesses and purchase accounting depreciation and amortization. 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.

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):

	2013		2012		2011
Identifiable assets:					
Architecture & Software	\$ 1,653.4	\$	1,648.4	\$	1,608.4
Control Products & Solutions	2,200.0		2,270.7		2,116.1
Corporate	1,991.2		1,717.4		1,560.4
<b>TOTAL</b>	<b>\$ 5,844.6</b>	<b>\$</b>	<b>5,636.5</b>	<b>\$</b>	<b>5,284.9</b>
Depreciation and amortization:					
Architecture & Software	\$ 68.1	\$	61.6	\$	60.0
Control Products & Solutions	57.7		57.1		51.4
Corporate	0.1		0.1		0.1
Total	125.9		118.8		111.5
Purchase accounting depreciation and amortization	19.3		19.8		19.8
<b>TOTAL</b>	<b>\$ 145.2</b>	<b>\$</b>	<b>138.6</b>	<b>\$</b>	<b>131.3</b>
Capital expenditures for property:					
Architecture & Software	\$ 31.5	\$	24.6	\$	28.1
Control Products & Solutions	52.8		55.3		38.2
Corporate	61.9		59.7		53.8
<b>TOTAL</b>	<b>\$ 146.2</b>	<b>\$</b>	<b>139.6</b>	<b>\$</b>	<b>120.1</b>

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 \$299.2 million, \$318.0 million and \$315.7 million at September 30, 2013, 2012 and 2011, 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 \$61.9 million, \$59.7 million and \$53.8 million in 2013, 2012 and 2011, respectively, that will be shared by our operating segments.

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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		
	2013	2012	2011	2013	2012	2011
United States	\$ 3,202.9	\$ 3,067.3	\$ 2,917.8	\$ 484.7	\$ 458.8	\$ 446.1
Canada	468.7	464.3	396.2	7.6	8.6	9.2
Europe, Middle East and Africa	1,284.9	1,280.6	1,267.6	43.0	41.6	42.6
Asia Pacific	851.9	942.4	910.6	39.1	39.4	36.8
Latin America	543.5	504.8	508.2	41.6	38.7	26.7
<b>TOTAL</b>	<b>\$ 6,351.9</b>	<b>\$ 6,259.4</b>	<b>\$ 6,000.4</b>	<b>\$ 616.0</b>	<b>\$ 587.1</b>	<b>\$ 561.4</b>

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 2013, 2012 and 2011, which are attributable to both segments, were approximately 10 percent of our total sales.

**NOTE 18 Quarterly Financial Information (Unaudited)**

<i>(in millions, except per share amounts)</i>	2013 Quarters				2013
	First	Second	Third	Fourth	
Sales	\$ 1,489.2	\$ 1,522.8	\$ 1,624.2	\$ 1,715.7	\$ 6,351.9
Gross profit	607.3	616.4	652.9	697.2	2,573.8
Income before income taxes	217.2	227.1	257.4	279.2	980.9
Net income	161.4	175.9	203.7	215.3	756.3
Earnings per share:					
Basic	1.16	1.25	1.46	1.55	5.43
Diluted	1.14	1.24	1.45	1.53	5.36

<i>(in millions, except per share amounts)</i>	2012 Quarters				2012
	First	Second	Third	Fourth	
Sales	\$ 1,473.9	\$ 1,561.1	\$ 1,560.4	\$ 1,664.0	\$ 6,259.4
Gross profit	618.7	618.3	631.5	654.2	2,522.7
Income before income taxes	242.9	223.3	244.8	254.9	965.9
Net income	183.3	167.8	190.7	195.2	737.0
Earnings per share:					
Basic	1.29	1.18	1.34	1.39	5.20
Diluted	1.27	1.16	1.33	1.38	5.13

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



# 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, 2013 and 2012, and the related consolidated statements of operations, comprehensive income, cash flows, and shareowners' equity for each of the three years in the period ended September 30, 2013. Our audits also included the financial statement schedule 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, 2013, based on criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission. The Company's management is responsible for these financial statements and financial statement schedule, 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 schedule 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.

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, 2013 and 2012, and the results of its operations and its cash flows for each of the three years in the period ended September 30, 2013, in conformity with accounting principles generally accepted in the United States of America. Also, in our opinion, such financial statement schedule, when considered in relation to the basic consolidated financial statements taken as a whole, presents 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, 2013, based on the criteria established in *Internal Control — Integrated Framework (1992)* issued by the Committee of Sponsoring Organizations of the Treadway Commission.

/s/ DELOITTE & TOUCHE LLP  
Milwaukee, Wisconsin  
November 18, 2013

## 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

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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, 2013, 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, 2013.

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

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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 (1992)* 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, 2013.

The effectiveness of our internal control over financial reporting as of September 30, 2013 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

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There has not been any change in our internal control over financial reporting (as such term is defined in Exchange Act Rule 13a-15(f)) during the fiscal quarter to which this report relates that has materially affected, or is reasonably likely to materially affect, our 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. Additional implementations will occur at the remaining locations of our company throughout fiscal 2014-2015.

## ITEM 9B Other Information

None.

# 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, Board of Directors and Committees** and **Section 16(a) Beneficial Ownership Reporting Compliance** in the 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 Conduct is posted on our Internet site at <http://www.rockwellautomation.com> under the "Investor Relations" link. 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 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 **Ownership of Equity Securities of the Company** in the Proxy Statement.

The following table provides information as of September 30, 2013 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 2012 Long-Term Incentives Plan, 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	5,977,071 <sup>(1)</sup>	\$ 64.53 <sup>(2)</sup>	5,740,742 <sup>(3)</sup>
Equity compensation plans not approved by shareowners	—	n/a	—
<b>TOTAL</b>	<b>5,977,071</b>	<b>\$ 64.53</b>	<b>5,740,742</b>

(1) Represents outstanding options and shares issuable in payment of outstanding performance shares (at maximum payout) and restricted stock units under our 2012 Long-Term Incentives Plan, 2008 Long-Term Incentives Plan, 2000 Long-Term Incentives Plan and 2003 Directors Stock Plan.

(2) Represents the weighted average exercise price of outstanding options and does not take into account the performance shares and restricted units.

(3) Represents 5,466,021 and 274,721 shares available for future issuance under our 2012 Long-Term Incentives Plan and our 2003 Directors Stock Plan, respectively.



**PART III**

ITEM 13 Certain Relationships and Related Transactions, and Director Independence

## **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 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 Proxy Statement.

# 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, 2013 and 2012.....	27
Consolidated Statement of Operations, years ended September 30, 2013, 2012 and 2011 .....	28
Consolidated Statement of Comprehensive Income, years ended September 30, 2013, 2012 and 2011 .....	28
Consolidated Statement of Cash Flows, years ended September 30, 2013, 2012 and 2011 .....	29
Consolidated Statement of Shareowners' Equity, years ended September 30, 2013, 2012 and 2011 .....	30
Notes to Consolidated Financial Statements.....	31
Report of Independent Registered Public Accounting Firm.....	53

#### (2) Financial Statement Schedule for the years ended September 30, 2013, 2012 and 2011

Schedule II—Valuation and Qualifying Accounts.....	S-1
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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 June 6, 2013, filed as Exhibit 3.2 to the Company's Current Report on Form 8-K dated June 7, 2013, 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, 2098, 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.
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 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-2	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-3	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.

\* Management contract or compensatory plan or arrangement.

## PART IV

### ITEM 15 Exhibits and Financial Statement Schedule

*10-a-4	Summary of Non-Employee Director Compensation and Benefits as of October 1, 2013, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended June 30, 2013, is hereby incorporated by reference.
*10-a-5	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-6	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-7	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	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-5	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.
*10-b-6	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-7	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-8	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 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-6	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.
*10-c-7	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-8	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.
*10-c-9	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 November 30, 2011, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2011, is hereby incorporated by reference.
*10-c-10	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 November 30, 2011, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2011, is hereby incorporated by reference.
*10-c-11	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 November 30, 2011, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2011, is hereby incorporated by reference.
*10-c-12	Copy of the Company's 2012 Long-Term Incentives Plan, filed as Exhibit 4-c to the Company's Registration Statement on Form S-8 (No. 333-180557), is hereby incorporated by reference.

\* *Management contract or compensatory plan or arrangement.*



*10-c-13	Form of Stock Option Agreement under the Company's 2012 Long-Term Incentives Plan for options granted to executive officers of the Company after December 5, 2012, filed as Exhibit 10.1 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2012, is hereby incorporated by reference.
*10-c-14	Form of Restricted Stock Agreement under the Company's 2012 Long-Term Incentives Plan for shares of restricted stock awarded to executive officers of the Company after December 5, 2012, filed as Exhibit 10.2 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2012 is hereby incorporated by reference.
*10-c-15	Form of Performance Share Agreement under the Company's 2012 Long-Term Incentives Plan for performance shares awarded to executive officers of the Company after December 5, 2012, filed as Exhibit 10.3 to the Company's Quarterly Report on Form 10-Q for the quarter ended December 31, 2012 is hereby incorporated by reference.
*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-h-1	Change of Control Agreement dated as of September 30, 2013 between the Company and Keith D. Nosbusch, filed as Exhibit 99.1 to the Company's Current Report on Form 8-K dated October 2, 2013, is hereby incorporated by reference.
*10-h-2	Form of Change of Control Agreement dated as of September 30, 2013 between the Company and each of Theodore D. Crandall, Frank C. Kulaszewicz, Blake D. Moret and Robert A. Ruff and certain other corporate officers filed as Exhibit 99.2 to the Company's Current Report on Form 8-K dated October 2, 2013, 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	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.
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.

\* *Management contract or compensatory plan or arrangement.*

## PART IV

### ITEM 15 Exhibits and Financial Statement Schedule

10-m	\$750,000,000 Four-Year Credit Agreement dated as of May 22, 2013 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 The Bank of New York Mellon, BMO Harris Bank N.A., Citibank, N.A., Deutsche Bank Securities Inc., The Northern Trust Company, PNC Bank National Association, U.S. Bank National Association, and Wells Fargo Bank, National Association, as Documentation Agents, filed as Exhibit 99 to the Company's Current Report on Form 8-K dated May 28, 2013, 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 on Form 8-K dated November 9, 2006, is hereby incorporated by reference.
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, 2013.
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.*

# 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 18, 2013

Pursuant to the requirements of the Securities Exchange Act of 1934, this report has been signed below on the 18th day of November 2013 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**

J. Phillip Holloman\*

**Director**

Verne G. Istock\*

**Director**

Barry C. Johnson\*

**Director**

Steven R. Kalmanson\*

**Director**

James P. Keane\*

**Director**

Lawrence D. Kingsley\*

**Director**

William T. McCormick, Jr.\*

**Director**

Donald R. Parfet \*

**Director**

\*By /s/ DOUGLAS M. HAGERMAN  
**Douglas M. Hagerman, Attorney-in-fact\*\***

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



## Schedule II Rockwell Automation, Inc. Valuation And Qualifying Accounts

FOR THE YEARS ENDED SEPTEMBER 30, 2013, 2012 AND 2011

<i>(in millions)</i>	Balance at Beginning of Year	Additions		Deductions <sup>(b)</sup>	Balance at End of Year
		Charged to Costs and Expenses	Charged to Other Accounts		
<b>Description</b>					
*Year ended September 30, 2013					
Allowance for doubtful accounts <sup>(a)</sup>	\$ 30.8	\$ 2.8	\$ —	\$ 8.3	\$ 25.3
Valuation allowance for deferred tax assets	31.8	2.3	—	5.8	28.3
*Year ended September 30, 2012					
Allowance for doubtful accounts <sup>(a)</sup>	\$ 28.9	\$ 7.8	\$ —	\$ 5.9	\$ 30.8
Valuation allowance for deferred tax assets	32.8	1.0	0.5	2.5	31.8
*Year ended September 30, 2011					
Allowance for doubtful accounts <sup>(a)</sup>	\$ 20.7	\$ 10.2	\$ —	\$ 2.0	\$ 28.9
Valuation allowance for deferred tax assets	26.7	10.6	—	4.5	32.8

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

(b) Consists of amounts written off for the allowance for doubtful accounts 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.

## Index to Exhibits\*

<b>Exhibit No.</b>	<b>Exhibit</b>
12	Computation of Ratio of Earnings to Fixed Charges for the Five Years Ended September 30, 2013.
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.

## EXHIBIT 31.1 Certification

---

I, Keith D. Nosbusch, certify that:

1. I have reviewed this annual report on Form 10-K of Rockwell Automation, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 18, 2013

/s/ KEITH D. NOSBUSCH  
Keith D. Nosbusch  
Chairman, President and  
Chief Executive Officer



## EXHIBIT 31.2 Certification

---

I, Theodore D. Crandall, certify that:

1. I have reviewed this annual report on Form 10-K of Rockwell Automation, Inc.;
2. Based on my knowledge, this report does not contain any untrue statement of a material fact or omit to state a material fact necessary to make the statements made, in light of the circumstances under which such statements were made, not misleading with respect to the period covered by this report;
3. Based on my knowledge, the financial statements, and other financial information included in this report, fairly present in all material respects the financial condition, results of operations and cash flows of the registrant as of, and for, the periods presented in this report;
4. The registrant's other certifying officer and I are responsible for establishing and maintaining disclosure controls and procedures (as defined in Exchange Act Rules 13a-15(e) and 15d-15(e)) and internal control over financial reporting (as defined in Exchange Act Rules 13a-15(f) and 15d-15(f)) for the registrant and have:
  - a) Designed such disclosure controls and procedures, or caused such disclosure controls and procedures to be designed under our supervision, to ensure that material information relating to the registrant, including its consolidated subsidiaries, is made known to us by others within those entities, particularly during the period in which this report is being prepared;
  - b) Designed such internal control over financial reporting, or caused such internal control over financial reporting to be designed under our supervision, 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;
  - c) Evaluated the effectiveness of the registrant's disclosure controls and procedures and presented in this report our conclusions about the effectiveness of the disclosure controls and procedures, as of the end of the period covered by this report based on such evaluation; and
  - d) Disclosed in this report any change in the registrant's internal control over financial reporting that occurred during the registrant's most recent fiscal quarter (the registrant's fourth fiscal quarter in the case of an annual report) that has materially affected, or is reasonably likely to materially affect, the registrant's internal control over financial reporting; and
5. The registrant's other certifying officer and I have disclosed, based on our most recent evaluation of internal control over financial reporting, to the registrant's auditors and the audit committee of the registrant's board of directors (or persons performing the equivalent functions):
  - a) All significant deficiencies and material weaknesses in the design or operation of internal control over financial reporting which are reasonably likely to adversely affect the registrant's ability to record, process, summarize and report financial information; and
  - b) Any fraud, whether or not material, that involves management or other employees who have a significant role in the registrant's internal control over financial reporting.

Date: November 18, 2013

/s/ THEODORE D. CRANDALL  
Theodore D. Crandall  
Senior Vice President and  
Chief Financial Officer

## EXHIBIT 32.1 Certification of Periodic Report

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I, Keith D. Nosbusch, Chairman, President and Chief Executive Officer of Rockwell Automation, Inc. (the "Company"), hereby certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

- (1) the Annual Report on Form 10-K of the Company for the year ended September 30, 2013 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 18, 2013

/s/ KEITH D. NOSBUSCH  
Keith D. Nosbusch  
Chairman, President and  
Chief Executive Officer

## EXHIBIT 32.2 Certification of Periodic Report

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I, Theodore D. Crandall, Senior Vice President and Chief Financial Officer of Rockwell Automation, Inc. (the "Company"), hereby certify pursuant to Section 906 of the Sarbanes-Oxley Act of 2002, 18 U.S.C. Section 1350, that:

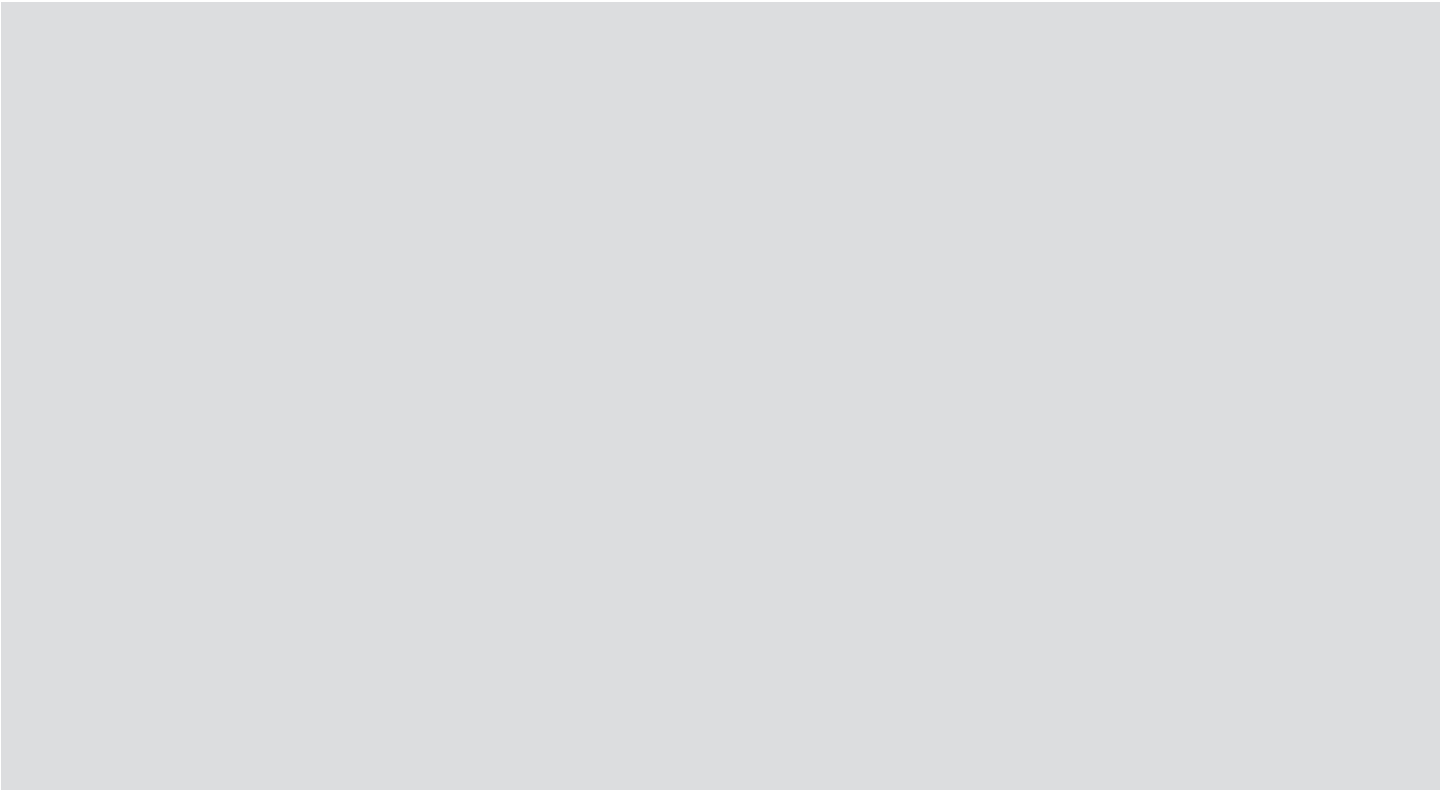
- (1) the Annual Report on Form 10-K of the Company for the year ended September 30, 2013 (the "Report") fully complies with the requirements of Section 13(a) of the Securities Exchange Act of 1934; and
- (2) the information contained in the Report fairly presents, in all material respects, the financial condition and results of operations of the Company.

Date: November 18, 2013

/s/ THEODORE D. CRANDALL  
Theodore D. Crandall  
Senior Vice President and  
Chief Financial Officer

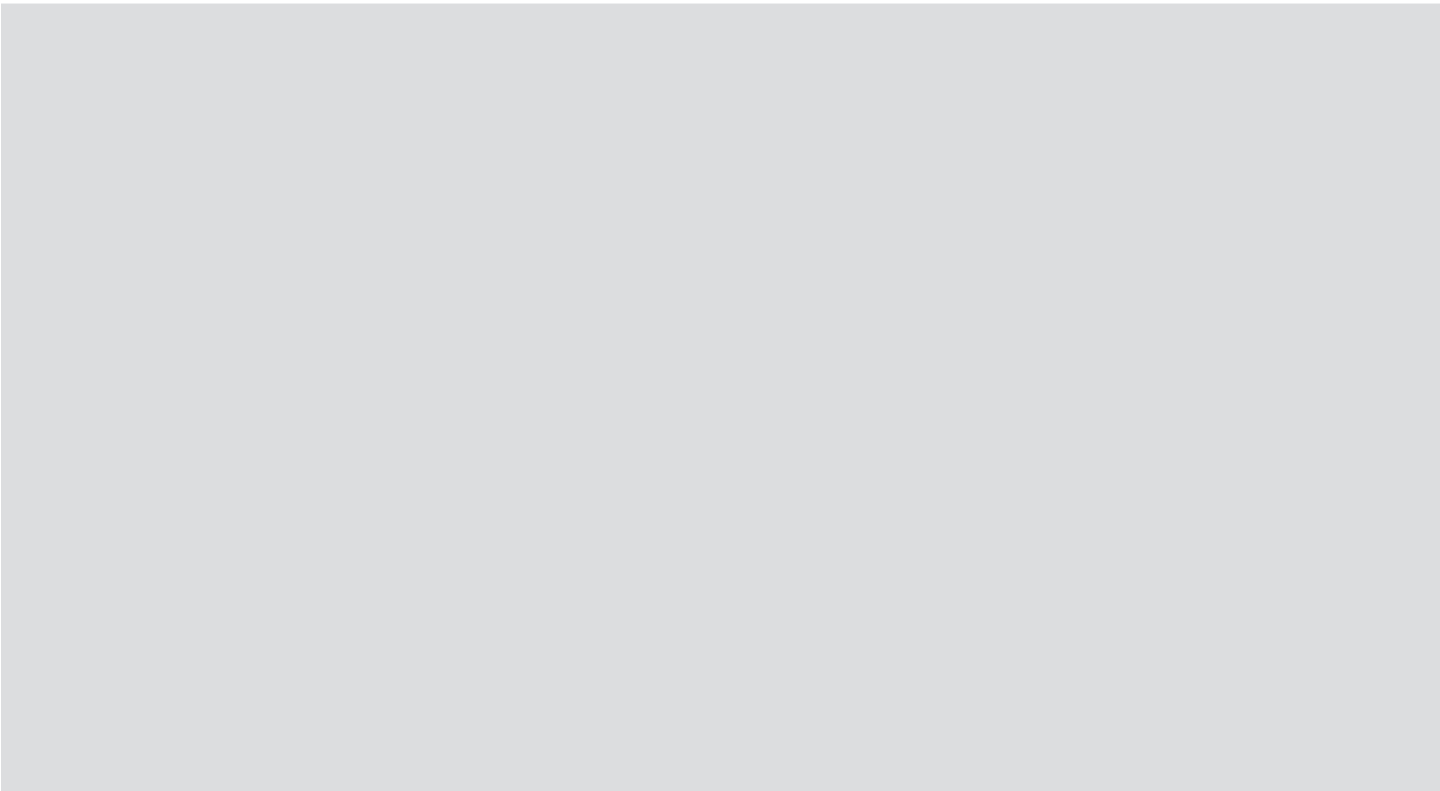
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**Rockwell Automation, Inc.  
Adjusted EPS, Return On Invested  
Capital, and Comparison of Five-Year  
Cumulative Total Return**

This section does not constitute part of our Annual Report on  
Form 10-K for the fiscal year ended September 30, 2013.



## Supplemental Information

### Adjusted EPS

Our annual report contains information regarding Adjusted EPS, which is a non-GAAP measure that excludes non-operating pension costs and their related income tax effects. We define non-operating pension costs as defined benefit plan interest cost, expected return on plan assets, amortization of actuarial gains and losses and the impact of any plan curtailments or settlements. These components of net periodic benefit cost primarily relate to changes in pension assets and liabilities that are a result of market performance; we consider these costs to be unrelated to the operating performance of our business. We believe that Adjusted EPS provides useful information to our investors about our operating performance and allow management and investors to compare our operating performance period over period. Our measure of Adjusted EPS may be different from measures used by other companies. This non-GAAP measure should not be considered a substitute for diluted EPS.

The following is a reconciliation of diluted EPS from continuing operations to Adjusted EPS:

	Year Ended September 30,			
	2013	2012	2011	2010
Diluted EPS from continuing operations	\$5.36	\$5.13	\$4.79	\$3.05
Non-operating pension costs per diluted share, before tax	0.55	0.25	0.16	0.07
Tax effect of non-operating pension costs per diluted share	(0.20)	(0.09)	(0.06)	(0.02)
<b>Adjusted EPS</b>	<b>\$ 5.71</b>	<b>\$ 5.29</b>	<b>\$ 4.89</b>	<b>\$ 3.10</b>

## Return On Invested Capital

Our annual report contains information regarding Return On Invested Capital (ROIC), which is a non-GAAP financial measure. We believe that ROIC is useful to investors as a measure of performance and of the effectiveness of the use of capital in our operations. We use ROIC as one measure to monitor and evaluate performance. Our measure of ROIC may be different from that used by other companies. We define ROIC as the percentage resulting from the following calculation:

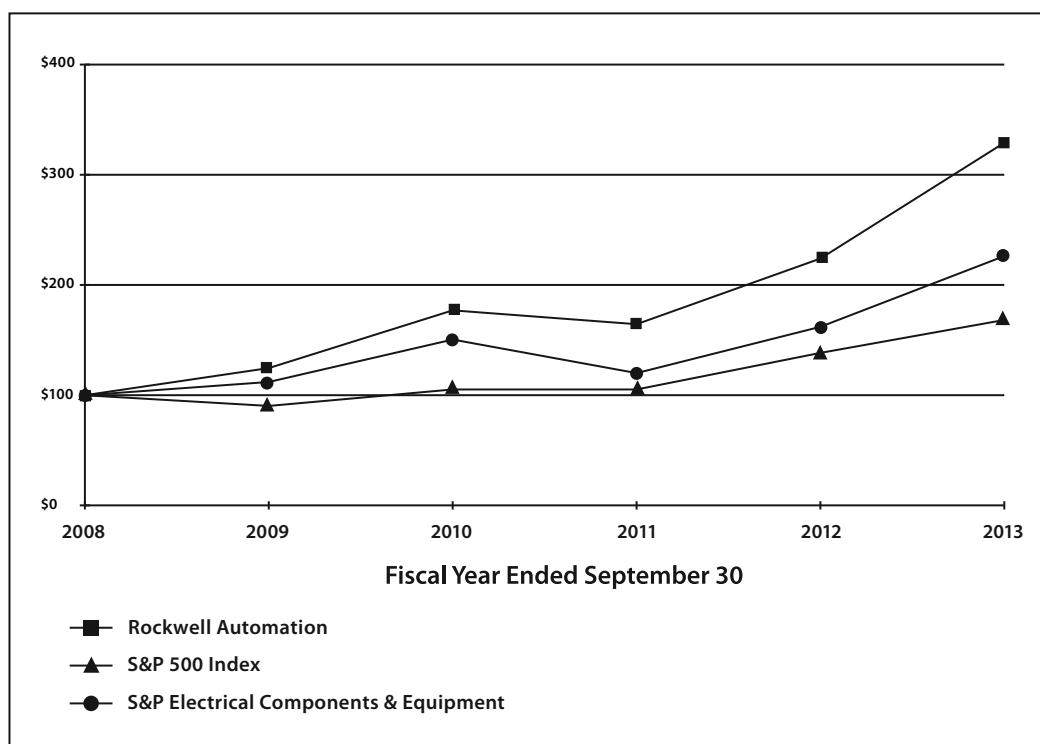
- (a) Income from continuing operations, before interest expense, income tax provision, and purchase accounting depreciation and amortization, divided by;
- (b) average invested capital for the year, calculated as a five quarter rolling average using the sum of short-term debt, long-term debt, shareowners' equity, and accumulated amortization of goodwill and other intangible assets, minus cash and cash equivalents and short-term investments, multiplied by;
- (c) one minus the effective tax rate for the period.

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

	Twelve Months Ended September 30,	
	2013	2012
<b>(a) Return</b>		
Income from continuing operations	\$756.3	\$737.0
Interest expense	60.9	60.1
Income tax provision	224.6	228.9
Purchase accounting depreciation and amortization	19.3	19.8
<b>Return</b>	<b>1,061.1</b>	<b>1,045.8</b>
<b>(b) Average Invested Capital</b>		
Short-term debt	209.0	207.2
Long-term debt	905.0	905.0
Shareowners' equity	2,086.7	1,881.5
Accumulated amortization of goodwill and intangibles	775.2	751.0
Cash and cash equivalents	(1,010.2)	(878.8)
Short-term investments	(361.7)	(232.5)
<b>Average invested capital</b>	<b>2,604.0</b>	<b>2,633.4</b>
<b>(c) Effective Tax Rate</b>		
Income tax provision	224.6	228.9
Income from continuing operations before income taxes	\$980.9	\$965.9
<b>Effective tax rate</b>	<b>22.9%</b>	<b>23.7%</b>
<b>(a) / (b) * (1-c) Return On Invested Capital</b>	<b>31.4%</b>	<b>30.3%</b>

## Comparison of Five-Year Cumulative Total Return Rockwell Automation, S&P 500 Index and S&P Electrical Components & Equipment

The following line graph compares the cumulative total shareowner return on our Common Stock against the cumulative total return of the S&P Composite-500 Stock Index and the S&P Electrical Components & Equipment Index for the period of five fiscal years from October 1, 2008 to September 30, 2013, assuming in each case a fixed investment of \$100 at the respective closing prices on September 30, 2008 and reinvestment of all dividends.



The cumulative total returns on Rockwell Automation Common Stock and each index as of each September 30, 2008 - 2013 plotted in the above graph are as follows:

	2008	2009	2010	2011	2012	2013
Rockwell Automation*	\$100.00	\$118.71	\$175.99	\$163.03	\$207.27	\$325.78
S&P 500 Index	100.00	93.09	102.55	103.73	135.05	161.18
S&P Electrical Components & Equipment	100.00	107.10	142.31	119.63	159.70	220.54
Cash dividends per common share	1.16	1.16	1.22	1.475	1.745	1.98

\* Includes the reinvestment of all dividends in our Common Stock.

This page does not constitute part of our Annual Report on Form 10-K for the fiscal year ended September 30, 2013.





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**ROCKWELL AUTOMATION**

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