ROCKWELL AUTOMATION INC
Form 10-K
November 18, 2013
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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	25-1797617
(State or other jurisdiction of incorporation or organization)	(I.R.S. Employer Identification No.)
1201 South 2nd Street Milwaukee, Wisconsin	53204
(Address of principal executive offices)	(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 þ No o
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 o No þ
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 þ No o
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 þ No o
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. þ
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 þ	Accelerated Filer o	Non-accelerated Filer o	Smaller reporting company o

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

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

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 statemen 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

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.

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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

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.
- 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.

Geographic Information

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 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.

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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
	$1,275.6	$1,197.8

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.

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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

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

Available Information

We maintain a website at http://www.rockwellautomation.com. Our annual reports on Form 10-K, quarterly reports on Form 10-Q, current reports on Form 8-K and 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.

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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.

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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.

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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 of litigation (including asbestos claims) and the uncertainties related to the collection of insurance coverage make it difficult to predict the ultimate resolution.

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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.

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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.

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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.

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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.

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

	2013		2012	
Fiscal Quarters	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[1]	Average Price Paid Per Share[2]	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[3]
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
Total	856,370	97.72	854,400	

(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.

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Item 6. Selected Financial Data

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

	Year Ended September 30,				
	2013	2012	2011	2010	2009(a)
	(in millions, except per share data)				
Consolidated Statement of Operations Data:					
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
Consolidated Balance Sheet Data: (at end of period)					
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
Other Data:					
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.

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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.

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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.

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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.

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)
Fiscal 2013				
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
Fiscal 2012				
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
Fiscal 2011				
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.

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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.

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.

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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
Sales			
Architecture & Software	$2,682.0	$2,650.4	$2,594.3
Control Products & Solutions	3,669.9	3,609.0	3,406.1
Total sales (a)	$6,351.9	$6,259.4	$6,000.4
Segment operating earnings[1]			
Architecture & Software	$759.4	$714.4	$670.4
Control Products & Solutions	477.4	449.5	378.4
Total segment operating earnings[2] (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[3]	(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[4]	—	—	0.7
Net income	$756.3	$737.0	$697.8
Diluted earnings per share:			
Continuing operations	$5.36	$5.13	$4.79
Discontinued operations	—	—	0.01
Net income	$5.36	$5.13	$4.80
Adjusted EPS	$5.71	$5.29	$4.89
Diluted weighted average outstanding shares	140.9	143.4	145.2
Total segment operating margin[2] (b/a)	19.5%	18.6%	17.5%
Pre-tax margin (c/a)	15.4%	15.4%	14.5%

(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.

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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	)
Adjusted Income	$806.3		$759.6		$712.1	
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	)
Adjusted EPS	$5.71		$5.29		$4.89	
Effective tax rate	22.9	%	23.7	%	19.7	%
Tax effect of non-operating pension costs	1.0	%	0.4	%	0.4	%
Adjusted Effective Tax Rate	23.9	%	24.1	%	20.1	%

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2013 Compared to 2012

(in millions, except per share amounts)	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(1)	Change vs. Year Ended September 30, 2012	Change in Organic Sales vs. Year Ended September 30, 2012(2)
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 %
Total sales	$6,351.9	1 %	2 %

(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.

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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

(in millions, except percentages)	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.

Control Products & Solutions

(in millions, except percentages)	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.

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2012 Compared to 2011

(in millions, except per share amounts)	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(1)	Change vs. Year Ended September 30, 2011	Change in Organic Sales vs. Year Ended September 30, 2011(2)
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 %
Total sales	$6,259.4	4 %	6 %

(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.

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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

(in millions, except percentages)	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

(in millions, except percentages)	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.

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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)
Cash provided (used for) by continuing operations	$304.0	$(84.0)	$179.1

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

	2013	2012	2011
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
Free cash flow	$900.5	$597.6	$561.7

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.

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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.

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.

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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 (a)	$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 (b)	150.2	15.1	14.6	13.8	12.9	12.2	81.6
Pension funding contribution (c)	41.1	41.1	—	—	—	—	—
Purchase obligations (d)	100.7	38.4	20.2	10.2	7.5	7.5	16.9
Other long-term liabilities (e)	80.9	8.1	—	—	—	—	—
Unrecognized tax benefits (f)	53.2	—	—	—	—	—	—
Total	$3,302.2	$241.6	$159.4	$133.6	$120.4	$353.3	$2,167.9

(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.

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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
Total Company Sales	$6,351.9	$25.9	$6,377.8	$(12.8)	$6,365.0	$6,259.4

	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
Total Company Sales	$6,259.4	$165.9	$6,425.3	$(36.7)	$6,388.6	$6,000.4

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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
Total Company Sales	$6,351.9	$25.9	$6,377.8	$(12.8)	$6,365.0	$6,259.4

	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
Total Company Sales	$6,259.4	$165.9	$6,425.3	$(36.7)	$6,388.6	$6,000.4

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)
Net periodic benefit cost	$132.2	$168.1	$(35.9)

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.

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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.

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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.

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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

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

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.

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Item 8. Financial Statements and Supplementary Data

CONSOLIDATED BALANCE SHEET
(in millions)

	September 30, 2013	2012
ASSETS		
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
Total	$5,844.6	$5,636.5
LIABILITIES AND SHAREOWNERS' EQUITY		
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
Total	$5,844.6	$5,636.5

See Notes to Consolidated Financial Statements.

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

	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)
Income from continuing operations	756.3	737.0	697.1
Income from discontinued operations (Note 13)	—	—	0.7
Net income	$756.3	$737.0	$697.8
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
Weighted average outstanding shares:			
Basic	139.2	141.5	142.7
Diluted	140.9	143.4	145.2

See Notes to Consolidated Financial Statements.

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CONSOLIDATED STATEMENT OF COMPREHENSIVE INCOME
(in millions)

	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)
Comprehensive income	$1,163.9	$504.6	$546.1

See Notes to Consolidated Financial Statements.

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CONSOLIDATED STATEMENT OF CASH FLOWS
(in millions)

	Year Ended September 30,		
	2013	2012	2011
Continuing operations:			
Operating activities:			
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
Cash provided by operating activities	1,014.8	718.7	643.7
Investing activities:			