

CHIUSANO ROBERT M

Form 4

January 31, 2005

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

Check this box
if no longer
subject to
Section 16.
Form 4 or
Form 5
obligations
may continue.
See Instruction
1(b).

**STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF
SECURITIES**

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,
Section 17(a) of the Public Utility Holding Company Act of 1935 or Section
30(h) of the Investment Company Act of 1940

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHIUSANO ROBERT M

(Last) (First) (Middle)

**M/S 124-123, 400 COLLINS ROAD
NE**

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol

ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction
(Month/Day/Year)

01/28/2005

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
____X____ Officer (give title below) ____ Other (specify below)

ExecVP and COO, Commercial Sys

6. Individual or Joint/Group Filing(Check
Applicable Line)

____X____ Form filed by One Reporting Person
____ Form filed by More than One Reporting
Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

| 1. Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transaction Code (Instr. 8) | 4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5) | | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4) | 7. Nature of Indirect Beneficial Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|--------|------------|---|--|---|
| | | | Code | V | Amount | (A) or (D) | Price | | |
| Common Stock | 01/28/2005 | | M | | 13,685 | A | \$ 18.5972 | 24,722.5424 (1) | D |
| Common Stock | 01/28/2005 | | M | | 22,057 | A | \$ 18.5972 | 46,779.5424 (1) | D |
| Common Stock | 01/28/2005 | | M | | 3,708 | A | \$ 20.97 | 50,487.5424 (1) | D |
| Common Stock | 01/28/2005 | | S | | 3,000 | D | \$ 42.5 | 47,487.5424 (1) | D |
| Common Stock | 01/28/2005 | | S | | 2,100 | D | \$ 42.41 | 45,387.5424 (1) | D |

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| | | | | | | | | |
|--------------|------------|---|-------|---|----------|--------------------|---|-----------------|
| Common Stock | 01/28/2005 | S | 8,000 | D | \$ 42.4 | 37,387.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 100 | D | \$ 42.46 | 37,287.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 3,400 | D | \$ 42.43 | 33,887.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 5,600 | D | \$ 42.35 | 28,287.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 4,800 | D | \$ 42.32 | 23,487.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 1,500 | D | \$ 42.42 | 21,987.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 3,000 | D | \$ 42.45 | 18,987.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 100 | D | \$ 42.31 | 18,887.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 2,900 | D | \$ 42.3 | 15,987.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 1,450 | D | \$ 42.25 | 14,537.5424 (1) | D | |
| Common Stock | 01/28/2005 | S | 3,500 | D | \$ 42.38 | 11,037.5424 (1) | D | |
| Common Stock | | | | | | 3,579.0885 (2) | I | By Savings Plan |

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474
(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned
(e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security (Instr. 3) | 2. Conversion or Exercise Price of Derivative Security | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any (Month/Day/Year) | 4. Transaction Code (Instr. 8) | 5. Number of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | 6. Date Exercisable and Expiration Date (Month/Day/Year) | | 7. Title and Amount of Underlying Securities (Instr. 3 and 4) | | 8. Amount or Number of Underlying Securities (Instr. 3 and 4) | |
|--|--|--------------------------------------|--|--------------------------------|---|--|-----|---|-----------------|---|------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number |

| | | | | | | | | |
|--------------------------------------|------------|------------|---|--------|------------|------------|-----------------|--------|
| Stock Option (Right to Buy) | \$ 18.5972 | 01/28/2005 | M | 13,685 | <u>(3)</u> | 10/02/2010 | Common Stock | 13,685 |
| Stock Option (Right to Buy) | \$ 18.5972 | 01/28/2005 | M | 22,057 | <u>(3)</u> | 10/02/2010 | Common Stock | 22,057 |
| Stock Option (Right to Buy) | \$ 20.97 | 01/28/2005 | M | 3,708 | <u>(3)</u> | 09/11/2012 | Common Stock | 3,708 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| CHIUSANO ROBERT M M/S 124-123 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001 | | | ExecVP and COO, Commercial Sys | |

Signatures

Gary R. Chadick,
Attorney-in-Fact

01/31/2005

__Signature of Reporting Person

Date

Explanation of Responses:

* If the form is filed by more than one reporting person, *see* Instruction 4(b)(v).

** Intentional misstatements or omissions of facts constitute Federal Criminal Violations. *See* 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

- (1) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of December 1, 2004.
- (2) Shares represented by Company stock fund units under the Rockwell Collins, Inc. 2001 qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of December 1, 2004.
- (3) The options vested in installments and are currently exercisable.
- (4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Stock Option Plan or its 2001 Long-Term Incentives Plan.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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