

ROCKWELL COLLINS INC

Form 4

April 03, 2015

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 *
STATLER KENT L

(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)
04/01/2015

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 ____ Other (specify
below) 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)
Common Stock	04/01/2015		M ⁽¹⁾	V Amount (A) or (D) Price 27,400 A \$ 53.08	64,401.815 (2)	D	
Common Stock	04/01/2015		S ⁽¹⁾	1,600 D \$ 94.72 (3)	62,801.815 (2)	D	
Common Stock	04/01/2015		S ⁽¹⁾	25,800 D \$ 95.88 (4)	37,001.815 (2)	D	
Common Stock					4,577.7109 (5)	I	By Savings Plan

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

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(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 Shares
Stock Option (Right to Buy) ⁽⁶⁾	\$ 53.08	04/01/2015		M	27,400	⁽⁷⁾ 11/20/2019	Common Stock	27,400

Reporting Owners

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

Signatures

Vaughn M.
Klopfenstein 04/03/2015
 **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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 5, 2015.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of March 3, 2015.
- (3)

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The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$94.31 to \$95.23, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, or other appropriate persons, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (4) The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$95.37 to \$96.12, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, or other appropriate persons, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (5) Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of April 1, 2015.
- (6) Employee stock options granted pursuant to the Company's stock based plans.
- (7) The options are currently exercisable.

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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