

JONES CLAYTON M

Form 4

July 23, 2010

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 *
JONES CLAYTON M

(Last) (First) (Middle)

M/S 124-323, 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)
07/21/2010

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify
below)

Chairman, President and CEO

6. Individual or Joint/Group Filing(Check
Applicable Line)
☒ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/21/2010		S ⁽¹⁾	100 D	\$ 54.34 90,888	D	
Common Stock	07/21/2010		S ⁽¹⁾	300 D	\$ 54.33 90,588	D	
Common Stock	07/21/2010		S ⁽¹⁾	300 D	\$ 54.31 90,288	D	
Common Stock	07/21/2010		S ⁽¹⁾	100 D	\$ 54.3 90,188	D	
Common Stock	07/21/2010		S ⁽¹⁾	600 D	\$ 54.29 89,588	D	

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Common Stock	07/21/2010	<u>S(1)</u>	500	D	\$ 54.27	89,088	D
Common Stock	07/21/2010	<u>S(1)</u>	200	D	\$ 54.26	88,888	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.25	88,588	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.24	88,288	D
Common Stock	07/21/2010	<u>S(1)</u>	600	D	\$ 54.23	87,688	D
Common Stock	07/21/2010	<u>S(1)</u>	100	D	\$ 54.22	87,588	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.21	87,288	D
Common Stock	07/21/2010	<u>S(1)</u>	200	D	\$ 54.2	87,088	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.19	86,788	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.18	86,488	D
Common Stock	07/21/2010	<u>S(1)</u>	400	D	\$ 54.17	86,088	D
Common Stock	07/21/2010	<u>S(1)</u>	600	D	\$ 54.16	85,488	D
Common Stock	07/21/2010	<u>S(1)</u>	200	D	\$ 54.15	85,288	D
Common Stock	07/21/2010	<u>S(1)</u>	500	D	\$ 54.14	84,788	D
Common Stock	07/21/2010	<u>S(1)</u>	500	D	\$ 54.13	84,288	D
Common Stock	07/21/2010	<u>S(1)</u>	100	D	\$ 54.12	84,188	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.11	83,888	D
Common Stock	07/21/2010	<u>S(1)</u>	546	D	\$ 54.1	83,342	D
Common Stock	07/21/2010	<u>S(1)</u>	300	D	\$ 54.09	83,042	D
Common Stock	07/21/2010	<u>S(1)</u>	600	D	\$ 54.08	82,442	D
	07/21/2010	<u>S(1)</u>	800	D		81,642	D

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Common Stock					\$ 54.07				
Common Stock	07/21/2010		S ⁽¹⁾	100	D	\$ 54.06	81,542	D	
Common Stock							21,950 ⁽²⁾	I	By GRATs
Common Stock							13,525.8104 ⁽³⁾	I	By Savings Plan

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. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Own Follo Repo Trans (Instr
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
JONES CLAYTON M M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	X Chairman, President and CEO

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact 07/23/2010

**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 sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan signed by the reporting person on November 10, 2009.
- (2) Indirectly owned by reporting person who serves as trustee of grantor retained annuity trusts (GRATs). The GRATs hold shares originally contributed by the reporting person.
- (3) 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 July 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.