ROCKWELL COLLINS INC

Form 4

November 23, 2010

OMB APPROVAL UNITED STATES SECURITIES AND EXCHANGE COMMISSION **OMB** 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading

BESONG JO	HN PAUL	E _	Symbol Symbol	Issuer		
			ROCKWELL COLLINS INC [COL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(
			(Month/Day/Year)	Director 10% Owner		
M/S 124-203, 400 COLLINS ROAD			11/19/2010	X Officer (give title Other (specify		
NE				below) below)		
TVL				Sr. VP, eBusiness		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
			·	_X_ Form filed by One Reporting Person		
CEDAR RAF	PIDS, IA 52	498-0001		Form filed by More than One Reporting		

	Filed(Month/Day/Year)	Applicable Line)
		X Form filed by One Reporting Person
CEDAR RAPIDS, IA 52498-0001		Form filed by More than One Reporting Person

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(City)	(State)	(Zip) Table	Table I - Non-Derivative Securities Acq					quired, 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. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of 6. Securities Ownersh Beneficially Form: Di Owned (D) or Following Indirect (Reported (Instr. 4)		ect Beneficial Ownership			
Common	11/19/2010		Code V	Amount 1,770	or	Price	Transaction(s) (Instr. 3 and 4) 9,491.064 (2)	D				
Stock	11/19/2010		А	<u>(1)</u>	A	\$ U	9,491.004 <u>(*)</u>	D				
Common Stock	11/19/2010		D	620 (3)	D	\$ 55.75	8,871.064 (2)	D				
Common Stock	11/19/2010		F	374	D	\$ 55.75	8,497.064 (2)	D				
Common Stock							31,945.3587 (4)	I	By Savings Plan			

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

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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. Transactio Code (Instr. 8)	5. Number proof Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	of Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (5)	\$ 55.75	11/19/2010		A	8,200	<u>(6)</u>	11/19/2010	Common Stock	8,200

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

BESONG JOHN PAUL E M/S 124-203 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

Sr. VP, eBusiness

Signatures

Vaughn M. Klopfenstein, Attorney-in-Fact

**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) Vesting of performance shares granted under the Company's Long-Term Incentives Plans.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of November 2, 2010.

Performance shares that vested 11/19/2010 were deferred into the Company's deferred compensation plan. Deferred performance shares (3) were deemed to be sold to the Company on 11/19/2010 at the close of market. An equivalent value has been credited to other measurement funds in the participant's account under the Company's deferred compensation plan.

Reporting Owners 2

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- (4) 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 October 1, 2010.
- (5) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.
- (6) The options vest in three substantially equal annual installments beginning 11/19/2011.

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.