ROCKWELL COLLINS INC

Form 4 May 05, 2011

FORM 4

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

OMB APPROVAL OMB

Number:

3235-0287

Expires:

January 31, 2005

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may continue.

See Instruction

Check this box

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MOORE JEFFREY A			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
σ		0.01.11.)	ROCKWELL COLLINS INC [COL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
M/S 108-174, 400 COLLINS ROAD NE			05/04/2011	_X_ Officer (give title Other (specify below)		
				Sr VP, Special Projects		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Che		
			Filed(Month/Day/Year)	Applicable Line)		
CEDAR RAP	IDS, IA 52	498-0001		_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secui	rities Acquir	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	omr Dispos (Instr. 3, 4	ed of (` ′	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	05/04/2011		Code V M	Amount 2,800	A	\$ 21.57	7,277	D	
Common Stock	05/04/2011		M	8,000	A	\$ 27.97	15,277	D	
Common Stock	05/04/2011		S	602	D	\$ 63.5083	14,675	D	
Common Stock	05/04/2011		S	10,198	D	\$ 63.5	4,477	D	
Common Stock							6,004.7968 (1)	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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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. Transactic Code (Instr. 8)	5. Number on 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (2)	\$ 21.57	05/04/2011		M	2,800	<u>(3)</u>	12/11/2012	Common Stock	2,800
Employee Stock Option (Right to Buy) (2)	\$ 27.97	05/04/2011		M	8,000	<u>(4)</u>	11/06/2013	Common Stock	8,000

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		

MOORE JEFFREY A M/S 108-174 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

Sr VP, Special Projects

Signatures

/s/ Gary R. Chadick, Attorney-in-Fact 05/05/2011

**Signature of Reporting Person Date

Reporting Owners 2

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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) 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, 2011.
- (2) Employee stock options granted pursuant to the Company's stock based plans.
- (3) The options became exercisable in three equal installments on December 11, 2003, 2004 and 2005.
- (4) The options became exercisable in three equal installments on November 6, 2004, 2005 and 2006.

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.