

ROCKWELL COLLINS INC

Form 4

March 12, 2014

**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  
Number: 3235-0287  
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2005  
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response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**STURGELL ROBERT A**

(Last) (First) (Middle)

1300 WILSON BLVD., SUITE 200

(Street)

ARLINGTON, VA 22209

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
**ROCKWELL COLLINS INC [COL]**

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2014

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)

Sr. VP, Washington Operations

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 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	03/10/2014		M <sup>(1)</sup>	2,400 A	\$ 55.01 6,831.495 <sup>(2)</sup>	D	
Common Stock	03/10/2014		M <sup>(1)</sup>	2,700 A	\$ 54.37 9,531.495 <sup>(2)</sup>	D	
Common Stock	03/10/2014		S <sup>(1)</sup>	5,000 D	\$ 81.396 4,531.495 <sup>(2)</sup>	D	
Common Stock					<sup>(3)</sup>		
Common Stock					2,942.8612 <sup>(4)</sup>	I	By Savings Plan

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

**Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.**

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. I Der Sec (In
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 55.01	03/10/2014		M	2,400	<sup>(6)</sup>	11/14/2021	Common Stock	2,400	
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 54.37	03/10/2014		M	2,700	<sup>(7)</sup>	11/12/2022	Common Stock	2,700	

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STURGELL ROBERT A 1300 WILSON BLVD. SUITE 200 ARLINGTON, VA 22209			Sr. VP, Washington Operations	

## Signatures

Vaughn M. Klopfenstein,  
Attorney-in-Fact

03/12/2014

\*\*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 adopted by the reporting person on February 7, 2014.

(2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of March 5, 2014.

The price reported is a weighted average. The shares were sold in multiple transactions at prices ranging from \$81.27 to \$81.50, inclusive.

(3) The reporting person undertakes to provide the issuer, any security holder of the issuer, or the staff of the Securities and Exchange Commission, upon request, full details regarding the number of shares sold at each separate price.

(4) 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 March 1, 2014.

(5) Employee stock options granted pursuant to the Company's Long-Term Incentive Plans.

(6) The options vest in three substantially equal annual installments beginning 11/14/2012.

(7) The options vest in three substantially equal annual installments beginning 11/12/2013.

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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