Edgar Filing: STATLER KENT L - Form 4

STATLER I Form 4	KENT L										
November 2	28, 2018										
									OMB AP	PROVAL	
FORM	STATES			OMB Number:	3235-0287						
Check th if no lon subject t Section Form 4 o Form 5 obligatio may con <i>See</i> Instr 1(b).	ger o 16. or Filed pur ons stinue.	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									
(Print or Type	Responses)										
1. Name and Address of Reporting Person <u>*</u> STATLER KENT L			2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS INC [COL]					5. Relationship of Reporting Person(s) to Issuer			
(Leat)	(Einst)	Middle)	3. Date of Earliest Transaction					(Check all applicable)			
(Last) M/S 124-12 NE	(First) (1 23, 400 COLLINS	Middle) S ROAD		Day/Year)	ransaction			Director _X Officer (give t elow) ExecVP and C	itle Other below)	Owner r (specify cial Sys	
				endment, D onth/Day/Yea	Date Original ar)		А	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CEDAR RA	APIDS, IA 52498	-0001					_	Form filed by Mo erson			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative Secu	rities	Acqui	red, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)		Date, if	Code	4. Securities A poor Disposed of (Instr. 3, 4 and	(D)	d (A)	5. Amount of Securities Beneficially Owned Following	6. Ownership Form: Direct (D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
0				Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(I) (Instr. 4)		
Common Stock	11/26/2018			D	66,840.815 (1)	D	<u>(1)</u>	0	D		
Common Stock	11/26/2018			D	5,199.8649 (2)	D	<u>(2)</u>	0	Ι	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)	Code	ransactiorDerivative Exp ode Securities Acquired (Mo		Expiration Date		7. Title and Amount Underlying Securitie (Instr. 3 and 4)	
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Numbe Shares	
Stock Option (Right to Buy)	\$ 54.37	11/26/2018	М	44,300	<u>(3)</u>	11/12/2022	Common Stock	44,	
Stock Option (Right to Buy)	\$ 70.97	11/26/2018	М	29,900	<u>(3)</u>	11/11/2023	Common Stock	29,	
Stock Option (Right to Buy)	\$ 83.69	11/26/2018	М	28,100	(3)	11/17/2024	Common Stock	28,	
Stock Option (Right to Buy)	\$ 86.75	11/26/2018	М	31,000	(3)	11/09/2025	Common Stock	31,	
Stock Option (Right to Buy)	\$ 88.71	11/26/2018	М	32,100	(3)	11/14/2026	Common Stock	32,	
Phantom Stock	<u>(5)</u>	11/26/2018	М	3,205.3746	(4)	(4)	Common Stock	3,205	

Reporting Owners

Reporting Owner Name / Address	Relationships					
1	Director	10% Owner	Officer	Other		
STATLER KENT L M/S 124-123			ExecVP and COO, Commercial Sys			
400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			Exec v1 and COO, Commercial Sys			

Signatures

Joshua A. Mullin, 11/28/2018 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).

Includes (a) 53,766.815 shares of Issuer common stock disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated September 4, 2017, by and among the Issuer, United Technologies Corporation ("UTC") and the Riveter Merger Sub Corp., for the per share merger consideration of \$93.33 in cash and .37525 shares of UTC common stock and cash for partial shares (the

- (1) "Merger Consideration"), (b) 6,200 shares disposed of for Merger Consideration upon immediate vesting of FY'17-19 performance shares at target pursuant to the Merger Agreement and (c) 2,750 restricted stock units and 4,124 FY'18-20 performance shares granted in November 2017 exchanged for a number of UTC restricted stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement).
- (2) Disposed of for Merger Consideration to be received by the reporting person's account under the Savings Plan.

These options, which provided for vesting in three equal annual installments commencing on the date of grant (which was ten years prior (3) to the expiration date), were disposed of for the right to receive the Merger Consideration for each Net Option Share (as set forth in the Merger Agreement) subject to the option.

Represents phantom shares of the common stock held in the Issuer's (1) 2005 non-qualified savings plan disposed of for a cash payment based upon the value of the Merger Consideration (as set forth in the Merger Agreement) with respect to 3,135.2302 shares and (2) pre

- (4) 2005 non-qualified savings plan exchanged for number of deferred UTC stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement) with respect to 70.1444 shares.
- (5) The price varies based on the date the phantom stock was credited.

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.