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BREHM DAVIE Form 4										
November 04, 20									PPROVAL	
FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								NOMB Number:	3235-0287	
Check this boy if no longer subject to Section 16. Form 4 or Form 5 obligations	STATEN Filed pur	suant to S	Estimated burden hou response	urs per						
may continue. See Instruction 1(b).				-	-	npany Act 1y Act of 1	of 1935 or Section 940	on		
(Print or Type Respo	onses)									
1. Name and Addres BREHM DAVII	Symbol	er Name an WELL C		Trading	5. Relationship of Reporting Person(s) to Issuer (Check all applicable)					
(Last) M/S 124-318, 40 NE		of Earliest 7 Day/Year) 2004	Fransaction		Director 10% Owner XOfficer (give title Other (specify below) below) VP, Finance and Controller					
CEDAR RAPID		endment, D onth/Day/Yes	-	ıl	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person					
(City)	(State)	(Zip)	Tab	ole I - Non-	Derivative	Securities A	Acquired, Disposed	of, or Beneficia	lly Owned	
	ansaction Date hth/Day/Year)	2A. Deem Execution any (Month/Da	ed Date, if	3. Transactio Code (Instr. 8)	4. Securit onAcquired Disposed (Instr. 3, 4)	ies (A) or of (D)	5. Amount of Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect	
Reminder: Report or	a separate line	for each cl	ass of sec				or indirectly			
reminder. Report of	r a separate fille	ior each ch			Perso inform requir	ns who res nation con red to resp ays a curre	spond to the colle tained in this form ond unless the fo ntly valid OMB co	n are not rm	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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount o
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3)	Price of Derivative Security		(Month	n/Day/Year)	(Instr. 8		Acquired (or Dispose (D) (Instr. 3, 4 and 5)	ed of				
					Code	v	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Share
Stock Option (Right to Buy) (1)	\$ 36.55	11/02/2004			А		14,500		11/02/2005 <u>(2)</u>	11/02/2014	Common Stock	14,500
Repo	rting Ov	vners										
Reporting Owner Name / Address		D .	100 0			nships						
BREHM M/S 124-	DAVID H 318	1	Director	10% Owner	Offic	er			Other	r		

VP, Finance and Controller

Signatures

400 COLLINS ROAD NE

Gary R. Chadick, 11/03 Attorney-in-Fact

11/03/2004

Date

**Signature of Reporting Person

CEDAR RAPIDS, IA 52498-0001

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) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Long-Term Incentives Plan.

(2) The options vest in three substantially equal annual installments beginning 11/2/2005.

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.