

ROCKWELL COLLINS INC
Form 4
January 08, 2007

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHIUSANO ROBERT M

(Last) (First) (Middle)

M/S 124-123, 400 COLLINS ROAD
NE

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
01/04/2007

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

Director 10% Owner
 Officer (give title below) Other (specify below)
ExecVP and Special Asst to CEO

6. Individual or Joint/Group Filing(Check Applicable Line)
 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 (A) 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)
			Code	V Amount (A) or (D) Price			
Common Stock	01/04/2007		M	25,981 A \$ 32.613	27,291.4317 (1)	D	
Common Stock	01/04/2007		M	34,019 A \$ 36.55	61,310.4317 (1)	D	
Common Stock	01/04/2007		S(2)	600 D \$ 62.47	60,710.4317 (1)	D	
Common Stock	01/04/2007		S(2)	200 D \$ 62.48	60,510.4317 (1)	D	
Common Stock	01/04/2007		S(2)	1,000 D \$ 62.49	59,510.4317 (1)	D	

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Common Stock	01/04/2007	<u>S(2)</u>	1,100	D	\$ 62.5	<u>58,410.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,000	D	\$ 62.51	<u>57,410.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	400	D	\$ 62.52	<u>57,010.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,400	D	\$ 62.53	<u>55,610.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	800	D	\$ 62.54	<u>54,810.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,000	D	\$ 62.55	<u>53,810.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	700	D	\$ 62.56	<u>53,110.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	900	D	\$ 62.57	<u>52,210.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	100	D	\$ 62.58	<u>52,110.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	100	D	\$ 62.59	<u>52,010.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	100	D	\$ 62.6	<u>51,910.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	300	D	\$ 62.61	<u>51,610.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	200	D	\$ 62.62	<u>51,410.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,800	D	\$ 62.63	<u>49,610.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,200	D	\$ 62.64	<u>48,410.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,600	D	\$ 62.65	<u>46,810.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	4,400	D	\$ 62.66	<u>42,410.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,800	D	\$ 62.67	<u>40,610.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	1,400	D	\$ 62.68	<u>39,210.4317</u> (1)	D
Common Stock	01/04/2007	<u>S(2)</u>	500	D	\$ 62.69	<u>38,710.4317</u> (1)	D
	01/04/2007	<u>S(2)</u>	1,200	D	\$ 62.7		D

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Common Stock						37,510.4317			
						<u>(1)</u>			
Common Stock	01/04/2007		S ⁽²⁾	900	D	\$ 62.71	36,610.4317	D	
							<u>(1)</u>		
Common Stock	01/04/2007		S ⁽²⁾	1,281	D	\$ 62.72	35,329.4317	D	
							<u>(1)</u>		
Common Stock							10,154	I	By spouse's trust
Common Stock							4,624.0341	I	By Savings Plan
							<u>(3)</u>		

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. 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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.613	01/04/2007		M	25,981	<u>(4)</u> 10/04/2009	Common Stock	25,981	
Stock Option (Right to Buy)	\$ 36.55	01/04/2007		M	34,019	<u>(4)</u> 11/02/2014	Common Stock	34,019	

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

CHIUSANO ROBERT M
M/S 124-123
400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498-0001

ExecVP and Special Asst to CEO

Signatures

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

01/05/2007

__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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of December 1, 2006.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) 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 December 1, 2006.
- (4) The options vest in installments and are currently exercisable.
- (5) Employee stock options granted pursuant to the Company's stock based plans.
- (6) The options vest in three substantially equal installments, 15,314 options are currently exercisable; 24,667 options become exercisable on November 2, 2007.

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