#### **ROCKWELL COLLINS INC**

Form 4

February 14, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB

**OMB APPROVAL** 

Number:

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5

Check this box

obligations may continue. See Instruction

1. Name and Address of Reporting Person \*

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

		Symbol	ž				Issuer				
ROCK			ROCKV	OCKWELL COLLINS INC [COL]				(Che	(Check all applicable)		
(Last)	(First)	(Middle)		3. Date of Earliest Transaction (Month/Day/Year)			X Director	109	% Owner		
5 SAN JOA 320	QUIN PLAZ	A, SUITE	02/13/20	-				Officer (gives	ve titleOth	ner (specify	
	(Street)		4. If Amer	ndment, Da	te Original	l		6. Individual or	Joint/Group Fili	ng(Check	
			Filed(Mon	nth/Day/Year	)			Applicable Line) _X_ Form filed by			
NEWPORT BEACH, CA 92660								Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Table	e I - Non-D	erivative S	Secur	ities Ac	quired, Disposed	of, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction (Month/Day/	any	eemed ion Date, if n/Day/Year)	3. Transacti Code (Instr. 8)	4. SecurionAcquired Disposed (Instr. 3,	(A) of (I) 4 and (A) or	<b>)</b> )	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	02/13/2007			$A^{(1)}$	1,500	A	( <u>1</u> )	4,123.136 <u>(2)</u>	D		
Common Stock								21,381 (3)	D		
Common Stock								180,441	I	Trustee - Family Trust	
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.											

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information contained in this form are not

required to respond unless the form

**SEC 1474** 

(9-02)

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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	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exerc	cisable and	7. Titl	e and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transaction	orNumber	Expiration D	ate	Amou	nt of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day/	Year)	Under	lying	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securi	ities	(Instr. 5)	Bene
	Derivative				Securities			(Instr.	3 and 4)		Owne
	Security				Acquired						Follo
	·				(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
									Amount		
						Date	Expiration	TC:41	or		
						Exercisable	Date	Title	Number		
				C + V	(A) (D)				of		
				Code V	(A) (D)				Shares		

## **Reporting Owners**

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BEALL DONALD R 5 SAN JOAQUIN PLAZA, SUITE 320 NEWPORT BEACH, CA 92660	X						

# **Signatures**

/s/ Gary R. Chadick, 02/14/2007 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).
- Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be **(1)** issued promptly after departure from the Board of Directors.
- Includes dividend equivalents issued quarterly on the restricted stock units. **(2)**
- Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until **(3)** certain conditions are met.

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.

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