

ROCKWELL COLLINS INC  
Form 4  
February 26, 2007

**FORM 4**

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

OMB APPROVAL

OMB Number: 3235-0287  
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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 \*  
ABZUG BARRY M

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
M/S 124-303, 400 COLLINS ROAD  
NE  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/22/2007

\_\_\_\_ Director  
 Officer (give title below) Sr. VP, Corporate Development  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)

CEDAR RAPIDS, IA 52498-0001  
(City) (State) (Zip)

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

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	02/22/2007		M		11,465	A	\$ 15.3
							16,170.7817 (1)
Common Stock	02/22/2007		S		11,465	D	\$ 69.32
							4,705.7817 (1)
Common Stock	02/23/2007		I		1,378.716	D	\$ 68.46
							459.1929 (2)
						I	By Savings Plan

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**

SEC 1474 (9-02)

displays a currently valid OMB control number.

**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)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 15.3	02/22/2007		M	11,465	(3) 10/15/2011		Common Stock	11,465
Common Stock Share Equivalents (5)	\$ 68.46	02/23/2007		I	433.709	(6) (6)		Common Stock	433.709

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABZUG BARRY M M/S 124-303 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			Sr. VP, Corporate Development	

## Signatures

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

02/26/2007

\*\*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 February 2, 2007.
- (2) 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 February 2, 2007.
- (3) Options are currently exercisable.
- (4) Employee stock options granted pursuant to the Company's stock based plans.

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- Share equivalents represented by Company stock fund units credited under the Rockwell Collins, Inc. 2001 non-qualified savings plan,
- (5) including share equivalents acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of February 2, 2007.
  - (6) Credited investment funds under the non-qualified savings plan may be rebalanced at any time and company stock fund units are payable in cash upon termination of employment.

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.