ROCKWELL COLLINS INC

Form 4

August 21, 2007

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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response...

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

Check this box

obligations may continue.

See Instruction 1(b).

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)

(Last)

1. Name and Address of Reporting Person * CHURCHILL GREGORY S

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

Issuer

ROCKWELL COLLINS INC [COL] (Middle)

3. Date of Earliest Transaction

(Check all applicable)

M/S 120-102, 400 COLLINS ROAD

(Month/Day/Year) 08/17/2007

Director 10% Owner _X__ Officer (give title Other (specify

NE

(Street)

(First)

below) below)

ExecVP and COO, Government Sys

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

6. Individual or Joint/Group Filing(Check Applicable Line)

X Form filed by One Reporting Person

Form filed by More than One Reporting

Person

CEDAR RAPIDS, IA 52498-0001

(City)	(State)	(Zip) 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) our Disposed of (D) (Instr. 3, 4 and 5)			5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)		
Common Stock	08/17/2007		M	10,328	A	\$ 20.97	20,554.4521 (1)	D		
Common Stock	08/17/2007		S(2)	1,500	D	\$ 64.5	19,054.4521 (1)	D		
Common Stock	08/17/2007		S(2)	400	D	\$ 64.51	18,654.4521 (1)	D		
Common Stock	08/17/2007		S(2)	1,100	D	\$ 64.52	17,554.4521 (1)	D		
Common Stock	08/17/2007		S(2)	494	D	\$ 64.55	17,060.4521 (1)	D		

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Common Stock	08/17/2007	S(2)	806	D	\$ 64.59	16,254.4521 (1)	D	
Common Stock	08/17/2007	S(2)	700	D	\$ 64.6	15,554.4521 (1)	D	
Common Stock	08/17/2007	S(2)	100	D	\$ 64.62	15,454.4521 (1)	D	
Common Stock	08/17/2007	S(2)	300	D	\$ 64.63	15,154.4521 (1)	D	
Common Stock	08/17/2007	S(2)	1,372	D	\$ 64.64	13,782.4521 (1)	D	
Common Stock	08/17/2007	S(2)	1,856	D	\$ 64.6401	11,926.4521 (1)	D	
Common Stock	08/17/2007	S(2)	500	D	\$ 64.65	11,426.4521 (1)	D	
Common Stock	08/17/2007	S(2)	1,200	D	\$ 64.67	10,226.4521 (1)	D	
Common Stock						6,980.5869 (<u>3)</u>	I	By Savings Plan

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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. Transactic Code (Instr. 8)	5. Number of orDerivative 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 or Number of Shares
Stock Option (Right to Buy)	\$ 20.97	08/17/2007		M	10,328	<u>(4)</u>	09/11/2012	Common Stock	10,328

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Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHURCHILL GREGORY S M/S 120-102 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

ExecVP and COO, Government Sys

Signatures

/s/ Vaughn M. Klopfenstein, Attorney-in-Fact

08/21/2007

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

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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