

ROCKWELL COLLINS INC
Form 4
November 25, 2008

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
BESONG JOHN PAUL E

(Last) (First) (Middle)

M/S 124-203, 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)

11/21/2008

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)
Sr. VP, eBusiness

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 Ownership (Instr. 4)
Common Stock	11/21/2008		A	(A) 1,606 (1)	\$ 0 6,554.3064 (2)	D	
Common Stock					29,008.1921 (3)	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)

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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
Stock Option (Right to Buy) ⁽⁴⁾	\$ 30.39	11/21/2008		A	15,600	<u>(5)</u> 11/21/2018	Common Stock	15,600

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BESONG JOHN PAUL E M/S 124-203 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			Sr. VP, eBusiness	

Signatures

Vaughn M. Klopfenstein,
 Attorney-in-Fact 11/25/2008

**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) Vesting of performance shares granted under the Company's Long-Term Incentives Plans.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of October 1, 2008.
- (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 October 1, 2008.
- (4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.
- (5) The options vest in three substantially equal annual installments beginning 11/21/2009.

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.