#### CHADICK GARY R

Form 4

Common

Stock

November 25, 2008 **FORM 4** 

		TATES		TTIES AI hington,			NGE (	COMMISSION	OMB Number:	3235-0287	
if no long subject to Section 1 Form 4 of Form 5 obligation may cont	Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction  See Instruction  STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES  SECURITIES  Expires: January 2  Estimated average burden hours per response  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 F	Responses)										
CHADICK GARY R Syn				2. Issuer Name <b>and</b> Ticker or Trading Symbol ROCKWELL COLLINS INC [COL]				5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Last)	(First) (M	iddle)	3. Date of Earliest Transaction					(Chech	спеск ан аррпсавіе)		
M/S 124-32 NE	3, 400 COLLINS	ROAD	(Month/Da) 11/21/20	•				DirectorX Officer (give below) Sr. VP, Gn		Owner er (specify	
				endment, Date Original onth/Day/Year)				6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CEDAR RA	APIDS, IA 52498-0	0001						Form filed by M Person	lore than One Re	eporting	
(City)	(State)	Zip)	Table	e I - Non-Do	erivative S	Securi	ties Ac	quired, Disposed of	, or Beneficial	ly Owned	
1.Title of Security (Instr. 3)	urity (Month/Day/Year) Execution Date, if		3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)  (A) or			)	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)		
Common Stock	11/21/2008			Code V A	Amount 4,317 (1)	(D)	Price \$ 0	17 031 6275	D		
										D	

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 displays a currently valid OMB control number.

SEC 1474

(9-02)

2,494.9597 (3) I

Savings

Plan

**OMB APPROVAL** 

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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. 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) (4)	\$ 30.39	11/21/2008		A	36,800	<u>(5)</u>	11/21/2018	Common Stock	36,800

### **Reporting Owners**

Reporting Owner Name / Address	Relationships							
	Director	10% Owner	Officer	Other				
CHADICK GARY R			Sa VD Coul					
M/S 124-323			Sr. VP, Gnrl					
400 COLLINS ROAD NE			Counsel and					
CEDAR RAPIDS, IA 52498-0001			Secy					

## **Signatures**

Vaughn M. Klopfenstein, 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).
- (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.

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