JONES CLAYTON M

Form 4

Stock

November 25, 2008

FORM	1 <u>1</u>							OMB AF	PPROVAL		
	Washington, D.C. 20549						OMB Number:	3235-0287			
Check this box								Expires:	January 31, 2005		
subject t Section	Subject to Section 16. Form 4 or STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES							Estimated average burden hours per response			
obligation may con See Instruction 1(b).	Section 17(a	suant to Section 1 a) of the Public U 30(h) of the Ir	tility Hold	ling Com	pany	Act o	f 1935 or Section	ı			
(Print or Type	Responses)										
JONES CLAYTON M Symbo			. Issuer Name and Ticker or Trading mbol OCKWELL COLLINS INC [COL]				5. Relationship of Reporting Person(s) to Issuer				
(Last)	(First) (M	liddle) 3. Date o	3. Date of Earliest Transaction (Check						x all applicable)		
M/S 124-32 NE	23, 400 COLLINS		Month/Day/Year) 1/21/2008				_X_ Director 10% Owner X Officer (give title Other (specify below) Chairman, President and CEO				
	(Street)		Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CEDAR RA	APIDS, IA 52498-	0001					Form filed by M Person	Iore than One Re	porting		
(City)	(State) (Zip) Tab	le I - Non-D	erivative S	Securi	ties Ac	quired, Disposed of	, or Beneficial	ly Owned		
1.Title of Security (Month/Day/Year) (Instr. 3)		2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of Code (D) (Instr. 8) (Instr. 3, 4 and 5)			l of	Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)			
Common	11/21/2008		Code V	22,066	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4) 88,976	D			
Stock				<u>(1)</u>					-		
Common							12,369.0825	I	By Savings		

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

(2)

Plan

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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 actionDerivative Securities 8) 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) (I		Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 30.39	11/21/2008		A	233,400		<u>(4)</u>	11/21/2018	Common Stock	233,400

Reporting Owners

Reporting Owner Name / Address	Relationships						
•	Director	10% Owner	Officer	Other			
JONES CLAYTON M							
M/S 124-323	X		Chairman Pracident and CEO				
400 COLLINS ROAD NE	Λ		Chairman, President and CEO				
CEDAR RAPIDS, IA 52498-0001							

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) 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.
- (3) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.
- (4) 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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