ROCKWELL COLLINS INC

Form 4

Common

Stock

November 25, 2008

FORM	1 <u>1</u>								OMB AF	PPROVAL	
	ONITED	STATES		RITIES A shington,			NGE C	OMMISSION	OMB Number:	3235-0287	
Check th if no long	ner	x								January 31, 2005	
subject to Section 1 Form 4 o Form 5	STATEM 16. or	STATEMENT OF CHANGES IN BENEFICIAL OWNERS SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act							Estimated a burden hour response	verage	
obligatio may cont <i>See</i> Instru 1(b).	ns Section 17(a) of the l	Public Ut		ding Con	npan	y Act of	1935 or Section	1		
(Print or Type I	Responses)										
1. Name and Address of Reporting Person * ROKOS DAVID S.			2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS INC [COL]					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	Iiddle)	3. Date of Earliest Transaction (Check				all applicable)			
M/S 124-318, 400 COLLINS ROAD NE			(Month/Day/Year) 11/21/2008					Director 10% OwnerX Officer (give title Other (specify below) Vice President & Treasurer			
	(Street)			ndment, Da hth/Day/Year	_	1		6. Individual or Joi Applicable Line) _X_ Form filed by O	ne Reporting Per	rson	
CEDAR RA	APIDS, IA 52498-	0001						Form filed by M Person	ore than One Re	porting	
(City)	(State)	(Zip)	Tabl	e I - Non-D	erivative	Secur	ities Acq	uired, Disposed of,	or Beneficial	ly Owned	
1.Title of Security (Month/Day/Year) 2A. Deemed Execution Date, any (Month/Day/Year) (Month/Day/Year)			n Date, if	Code (Instr. 3, 4 and 5)				Securities Beneficially Owned	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)		
Common				Code V	Amount	(D)	Price	(Instr. 3 and 4)			
Common Stock	11/21/2008			A	322 (1)	A	\$ 0	322	D		
Common Stock	11/21/2008			F	105	D	\$ 30.39	217	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

SEC 1474

(9-02)

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(2)

By

Plan

Savings

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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 3A. Deemed (Month/Day/Year) Execution Date, if any (Month/Day/Year)		4. 5. Number of TransactionDerivative Code Securities (Instr. 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) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 30.39	11/21/2008		A	10,700	<u>(4)</u>	11/21/2018	Common Stock	10,700

Relationships

Reporting Owners

Reporting Owner Name / Address							
	Director	10% Owner	Officer	Other			

ROKOS DAVID S.

M/S 124-318

400 COLLINS ROAD NE

CEDAR RAPIDS, IA 52498-0001

Vice

President &
Treasurer

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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