#### **ROCKWELL COLLINS INC**

Form 4

August 06, 2009

# FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

**OMB APPROVAL** 

3235-0287

Expires:

January 31, 2005

0.5

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Check this box

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

2. Issuer Name <b>and</b> Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
ROCKWELL COLLINS INC [COL]	(Check all applicable)		
3. Date of Earliest Transaction			
(Month/Day/Year)	Director 10% Owner		
08/04/2009	_X_ Officer (give title Other (specify below)		
	Sr. VP, eBusiness		
4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
Filed(Month/Day/Year)	Applicable Line)		
	_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
	Symbol ROCKWELL COLLINS INC [COL] 3. Date of Earliest Transaction (Month/Day/Year) 08/04/2009 4. If Amendment, Date Original		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivativ	e Secu	ırities Acqui	red, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securities Acquired (A) our Disposed of (D) (Instr. 3, 4 and 5)  (A) or		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 Indirect Beneficial Ownership (Instr. 4)	
Common Stock	08/04/2009		Code V M	Amount 5,796	(D)	Price \$ 32.613	12,381.602 (1)	D	
Common Stock	08/04/2009		S	600	D	\$ 43.76	11,781.602 (1)	D	
Common Stock	08/04/2009		S	4,100	D	\$ 43.75	7,681.602 <u>(1)</u>	D	
Common Stock	08/04/2009		S	1,096	D	\$ 43.7501	6,585.602 <u>(1)</u>	D	
Common Stock							30,560.0254 ( <u>2)</u>	I	By Savings Plan

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

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SEC 1474 (9-02)

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. Transactio Code (Instr. 8)	5. Number on Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4,	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and A Underlying S (Instr. 3 and	Securities	\$ 1 5 (
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Employee Stock Option (Right to Buy) (3)	\$ 32.613	08/04/2009		M	5,796	<u>(4)</u>	10/04/2009	Common Stock	5,796	

# **Reporting Owners**

Reporting Owner Name / Address	Keiauonsnips					
	Director	10% Owner	Officer	Other		

BESONG JOHN PAUL E

M/S 124-203 Sr. VP, 400 COLLINS ROAD NE eBusiness

**CEDAR RAPIDS, IA 52498-0001** 

## **Signatures**

Gary R. Chadick, 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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of July 2, 2009.
- (2) Shares represented by Company stock fund units under the Rockwell Collins, Inc. qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of July 1, 2009.

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- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options vested in three substantially equal annual installments and are currently exercisable.

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.