CHURCHILL GREGORY S

Form 4

September 14, 2009

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

Expires:

January 31, 2005

0.5

Estimated average burden hours per

OMB APPROVAL

response...

if no longer subject to Section 16. Form 4 or Form 5

obligations

Check this box

may continue.

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

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * CHURCHILL GREGORY S			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ROCKWELL COLLINS INC [COL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
M/S 120-102, 400 COLLINS ROAD NE			09/11/2009	_X_ Officer (give title Other (specify below) ExecVP and COO, Government Sys		
	(0)			, , , , , , , , , , , , , , , , , , ,		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
			Filed(Month/Day/Year)			
CEDAR RAPIDS, IA 52498-0001				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative	Secui	ities Acqu	ired, 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. Transaction Code (Instr. 8)	4. Securit corr Dispos (Instr. 3,	ed of		5. Amount of Securities Beneficially Owned Following Reported	6. Ownership Form: Direct (D) or Indirect (I)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	09/11/2009		M	10,143	A	\$ 32.613	26,212.4521 (1)	D	
Common Stock	09/11/2009		S(2)	200	D	\$ 48.04	26,012.4521 (1)	D	
Common Stock	09/11/2009		S(2)	2,298	D	\$ 48.05	23,714.4521 (1)	D	
Common Stock	09/11/2009		S(2)	502	D	\$ 48.06	23,212.4521 (1)	D	
Common Stock	09/11/2009		S(2)	200	D	\$ 48.09	23,012.4521 (1)	D	

Edgar Filing: CHURCHILL GREGORY S - Form 4

			Perso	ne w	ho resnor	d to the collect	ion of Si	FC 1474
Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.								
Common Stock						7,986.171 (3)	I	By Savings Plan
Common Stock	09/11/2009	S(2)	6,643	D	\$ 48.11	16,069.4521 (1)	D	
Common Stock	09/11/2009	S(2)	300	D	\$ 48.1	22,712.4521 (1)	D	

information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)		ivative Expiration Date urities (Month/Day/Year) uritied (A) Disposed of tr. 3, 4,		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)	\$ 32.613	09/11/2009		M		10,143	<u>(4)</u>	10/04/2009	Common Stock	10,143

Reporting Owners

Reporting Owner Name / Address	Relationships					
•	Director	10% Owner	Officer	Other		
CHURCHILL GREGORY S M/S 120-102 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP and COO, Government Sys			

Signatures

/s/ Gary R. Chadick, Attorney-in-Fact	09/14/2009
**Signature of Reporting Person	Date

Reporting Owners 2

Edgar Filing: CHURCHILL GREGORY S - Form 4

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 September 2, 2009.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (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 July 1, 2007.
- (4) Options are currently exercisable.
- (5) Employee stock options granted pursuant to the Company's stock based plans.

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.