ALLEN PATRICK E

Form 4

September 22, 2009

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

OMB 3235-0287

Estimated average

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Number: January 31, Expires: 2005

Form 4 or Form 5 obligations 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

burden hours per response... 0.5

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * ALLEN PATRICK E			2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS INC [COL]	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction	(Check all applicable)		
			(Month/Day/Year)	Director 10% Owner		
M/S 124-318, 400 COLLINS ROAD NE			09/21/2009	_X_ Officer (give title Other (specify below) Sr. VP and CFO		
	(Street)		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		
CEDAR RAPIDS, IA 52498-0001				Form filed by More than One Reporting Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Securities Ownership Indirect (Instr. 3) (Instr. 3, 4 and 5) Code Beneficially Form: Beneficial (Month/Day/Year) (Instr. 8) Owned Direct (D) Ownership Following or Indirect (Instr. 4) Reported (A) Transaction(s) (Instr. 4) (Instr. 3 and 4) Code V Amount (D) Price Common 28,734.811 09/21/2009 M 14,796 A D Stock (1) 18.5972 28,634.811 Common D 09/21/2009 S 100 \$ 50.65 D Stock (1) Common 28,438.811 S 196 D 09/21/2009 D \$ 50.66 Stock (1) Common 28,338.811 S D 09/21/2009 100 D \$ 50.67 Stock (1) Common 28,238.811 09/21/2009 S 100 D \$ 50.69 D (1) Stock

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Common Stock	09/21/2009	S	100	D	\$ 50.7	28,138.811 (1)	D	
Common Stock	09/21/2009	S	100	D	\$ 50.71	28,038.811 (1)	D	
Common Stock	09/21/2009	S	100	D	\$ 50.72	27,938.811 (1)	D	
Common Stock	09/21/2009	S	200	D	\$ 50.73	27,738.811 (1)	D	
Common Stock	09/21/2009	S	100	D	\$ 50.74	27,638.811 (1)	D	
Common Stock	09/21/2009	S	200	D	\$ 50.75	27,438.811 (1)	D	
Common Stock	09/21/2009	S	100	D	\$ 50.77	27,338.811 (1)	D	
Common Stock	09/21/2009	S	11,800	D	\$ 50.8	15,538.811 (1)	D	
Common Stock	09/21/2009	S	700	D	\$ 50.81	14,838.811 (1)	D	
Common Stock	09/21/2009	S	100	D	\$ 50.82	14,738.811 (1)	D	
Common Stock	09/21/2009	S	200	D	\$ 50.83	14,538.811 (1)	D	
Common Stock	09/21/2009	S	100	D	\$ 50.84	14,438.811 (1)	D	
Common Stock	09/21/2009	S	200	D	\$ 50.85	14,238.811 (1)	D	
Common Stock	09/21/2009	S	300	D	\$ 50.86	13,938.811 (1)	D	
Common Stock						4,797.9245 (2)	I	By Savings Plan

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	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	orDerivative	Expiration Date	Underlying Securities
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

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(Instr. 3) Price of (Month/Day/Year) (Instr. 8) Acquired (A) Derivative or Disposed of Security (D) (Instr. 3, 4, and 5) Code V (A) (D) Expiration Title Date Amount Exercisable Date or Number of Shares **Employee** Stock Common (4) 10/02/2010 M 14,796 14,796 Option \$ 18.5972 09/21/2009 Stock (Right to

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ALLEN PATRICK E M/S 124-318 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

Sr. VP and CFO

Signatures

Buy) (3)

/s/ Gary R. Chadick,
Attorney-in-Fact
09/22/2009

**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 September 1, 2009.
- (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 September 1, 2009.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options 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.

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