#### **ROCKWELL COLLINS INC**

Form 4 January 27, 2010

## FORM 4

Check this box

if no longer

Section 16.

Form 4 or

subject to

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

**OMB** 

**OMB APPROVAL** 

Number:

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

Form 5 obligations may continue. See Instruction

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)

		2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS INC [COL] 3. Date of Earliest Transaction				]	5. Relationship of Reporting Person(s) to Issuer  (Check all applicable)			
(Lust)	(Tilst) (	(Middle)	(Month/Day/Year)			_	_X_ Director	10%	Owner	
5 SAN JOA 320	AQUIN PLAZA,	SUITE	01/25/2				i	Officer (give to below)	itle Other below)	er (specify
	(Street)		4. If Am	endment, D	ate Origin	al	(	6. Individual or Joi	int/Group Filin	g(Check
			Filed(Mo	nth/Day/Yea	nr)			Applicable Line)	na Danortina Da	reon
NEWPORT BEACH, CA 92660			_				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			
(City)	(State)	(Zip)	Tab	le I - Non-	Derivative	e Secu	rities Acqu	ired, Disposed of,	or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deem Execution any (Month/D	Date, if	3. Transactic Code (Instr. 8)	Omr Dispo (Instr. 3,	sed of 4 and (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	01/25/2010			M	985	A	\$ 30.1282	184,657 <u>(1)</u>	I	Trustee - Family Trust
Common Stock	01/25/2010			F	555	D	\$ 53.51	184,102 (1)	I	Trustee - Family Trust
Common Stock								14,664.664 (2)	D	

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)

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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. Transactic Code (Instr. 8)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8. P. Derr Section (Ins.)
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (3)	\$ 30.1282	01/25/2010		M	985	<u>(4)</u>	02/02/2010	Common Stock	985	

## **Reporting Owners**

Reporting Owner Name / Address	Relationsnips					
	Director	10% Owner	Officer	Other		
BEALL DONALD R						
5 SAN JOAQUIN PLAZA, SUITE 320	X					
NEWPORT BEACH, CA 92660						

## **Signatures**

/s/ Vaughn M. Klopfenstein, Attorney-in-Fact

01/27/2010

\*\*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) 21,381 of these shares are restricted shares and were delivered as compensation for services as Director. The restricted shares are held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (2) Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors. Includes dividend equivalents issued quarterly on the restricted stock units.
- (3) Directors 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.

Reporting Owners 2

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