

ROCKWELL COLLINS INC
Form 4
March 04, 2010

FORM 4

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

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
SCHULTE MARSHA A

(Last) (First) (Middle)

M/S 124-318, 400 COLLINS ROAD
NE

(Street)

CEDAR RAPIDS, IA 52498-001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction (Month/Day/Year)

03/02/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

VP, Finance and Controller

6. Individual or Joint/Group Filing(Check Applicable Line)

Form filed by One Reporting Person
 Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially 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. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	03/02/2010		S		200	D	\$ 58.745
					2,919.627 ⁽¹⁾	D	
Common Stock	03/02/2010		S		50	D	\$ 58.7615
					2,869.627 ⁽¹⁾	D	
Common Stock	03/02/2010		S		100	D	\$ 58.765
					2,769.627 ⁽¹⁾	D	
Common Stock	03/02/2010		S		200	D	\$ 58.79
					2,569.627 ⁽¹⁾	D	
Common Stock	03/02/2010		S		200	D	\$ 58.8
					2,369.627 ⁽¹⁾	D	

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Common Stock	03/02/2010	S	500	D	\$ 58.81	1,869.627 ⁽¹⁾	D	
Common Stock	03/02/2010	S	100	D	\$ 58.815	1,769.627 ⁽¹⁾	D	
Common Stock	03/02/2010	S	600	D	\$ 58.84	1,169.627 ⁽¹⁾	D	
Common Stock						4,240.8842 ⁽²⁾	I	By Savings Plan
Common Stock						2,292.9278 ⁽²⁾	I	By Spouse's Savings Plan
Common Stock						1,345.964 ⁽¹⁾	I	By Spouse

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

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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. Transaction Code (Instr. 8)	5. Number of Derivative Securities 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Owned Following Reporting Transaction (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address	Relationships		
	Director	10% Owner	Officer
SCHULTE MARSHA A M/S 124-318			VP, Finance and Controller

400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498-001

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

03/04/2010

__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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of March 3, 2010.

(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 February 1, 2010.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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