

STATLER KENT L  
Form 4  
January 24, 2012

**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 \*  
STATLER KENT L

2. Issuer Name and Ticker or Trading Symbol  
ROCKWELL COLLINS INC [COL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
M/S 153-100, 400 COLLINS ROAD  
NE

3. Date of Earliest Transaction  
(Month/Day/Year)  
01/23/2012

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ Other (specify below)  
ExecVP & COO, Commercial Sys

(Street)

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

**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 or Price (A) or (D)			
Common Stock	01/23/2012		A		46,310	A	\$ 69,719.751 (1) 30.39	D
Common Stock	01/23/2012		S		100	D	\$ 69,619.751 (1) 59.21	D
Common Stock	01/23/2012		S		100	D	\$ 69,519.751 (1) 59.22	D
Common Stock	01/23/2012		S		100	D	\$ 69,419.751 (1) 59.23	D
Common Stock	01/23/2012		S		500	D	\$ 68,919.751 (1) 59.25	D

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Common Stock	01/23/2012	S	100	D	\$ 59.26	68,819.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	400	D	\$ 59.27	68,419.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	300	D	\$ 59.28	68,119.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	3,952	D	\$ 59.29	64,167.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	600	D	\$ 59.3	63,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	200	D	\$ 59.31	63,367.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	500	D	\$ 59.32	62,867.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	1,300	D	\$ 59.33	61,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	768	D	\$ 59.34	60,799.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	1,000	D	\$ 59.35	59,799.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	732	D	\$ 59.36	59,067.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	100	D	\$ 59.38	58,967.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	900	D	\$ 59.39	58,067.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	500	D	\$ 59.4	57,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	2,000	D	\$ 59.41	55,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	200	D	\$ 59.42	55,367.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	600	D	\$ 59.43	54,767.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	4,500	D	\$ 59.45	50,267.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	700	D	\$ 59.46	49,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	1,800	D	\$ 59.47	47,767.751 <u>(1)</u>	D
	01/23/2012	S	100	D			D

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Common Stock					\$ 47,667.751			
					59.48	(1)		
Common Stock	01/23/2012		S	1,200	D	\$ 46,467.751		D
						59.49	(1)	
Common Stock	01/23/2012		S	100	D	\$ 46,367.751		D
						59.51	(1)	
Common Stock						3,727.8785		I
						(2)		
								By Savings Plan

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

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(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. 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. Amount or Number of Shares	
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V	(A)	(D)
Stock Option (Right to Buy) (3)	\$ 30.39	01/23/2012		A	46,310	(4)	11/21/2018	Common Stock	46,310

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STATLER KENT L M/S 153-100 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP & COO, Commercial Sys	

## Signatures

Gary R. Chadick,  
Attorney-in-Fact

01/24/2012

\_\_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 January 1, 2012.
- (2) Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of January 1, 2012.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options became exercisable in three equal annual installments on November 21, 2009, 2010 and 2011.

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