

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
(Street)

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

CEDAR RAPIDS, IA 52498-0001
(City) (State) (Zip)

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

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	01/23/2012		S		200	D	\$ 59.54
Common Stock	01/23/2012		S		4,632	D	\$ 59.55
Common Stock	01/23/2012		S		800	D	\$ 59.56
Common Stock	01/23/2012		S		600	D	\$ 59.57
Common Stock	01/23/2012		S		869	D	\$ 59.58

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Common Stock	01/23/2012		S	299	D	\$ 59.59	38,967.751 (1)	D	
Common Stock	01/23/2012		S	100	D	\$ 59.586	38,867.751 (1)	D	
Common Stock	01/23/2012		S	200	D	\$ 59.595	38,667.751 (1)	D	
Common Stock	01/23/2012		S	9,643	D	\$ 59.6	29,024.751 (1)	D	
Common Stock	01/23/2012		S	100	D	\$ 59.6025	28,924.751 (1)	D	
Common Stock	01/23/2012		S	374	D	\$ 59.61	28,550.751 (1)	D	
Common Stock	01/23/2012		S	300	D	\$ 59.62	28,250.751 (1)	D	
Common Stock	01/23/2012		S	500	D	\$ 59.63	27,750.751 (1)	D	
Common Stock	01/23/2012		S	1,618	D	\$ 59.65	26,132.751 (1)	D	
Common Stock	01/23/2012		S	113	D	\$ 59.66	26,019.751 (1)	D	
Common Stock	01/23/2012		S	200	D	\$ 59.67	25,819.751 (1)	D	
Common Stock	01/23/2012		S	100	D	\$ 59.68	25,719.751 (1)	D	
Common Stock	01/23/2012		S	2,310	D	\$ 59.7	23,409.751 (1)	D	
Common Stock							3,727.8785 (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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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	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 Beneficially Owned (Instr. 6)
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