ROCKWELL COLLINS INC

Form 4

November 21, 2012

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

January 31, 2005

0.5

Estimated average burden hours per

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Check this box if no longer subject to Section 16. Form 4 or

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

2. Issuer Name and Ticker or Trading

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STURGELL ROBERT A		Symbol POCKWELL COLLING INC [COLL				ICOL 1	Issuer				
			ROCKWELL COLLINS INC [COL]			(Check all applicable)					
(Mc				3. Date of Earliest Transaction (Month/Day/Year) 11/20/2012					Director 10% Owner X Officer (give title Other (specify below) Sr. VP, Washington Operations		
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Tabl	e I - No	n-D	erivative	Secur	ities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction E (Month/Day/Ye	ar) Execution		Code (Instr.	8)	4. Securi on(A) or Di (Instr. 3,	spose	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	
Common Stock	11/20/2012			M		3,334	A	\$ 36.11	6,255.831 (1)	D	
Common Stock	11/20/2012			S		700	D	\$ 55.33	5,555.831 <u>(1)</u>	D	
Common Stock	11/20/2012			S		426	D	\$ 55.34	5,129.831 <u>(1)</u>	D	
Common Stock	11/20/2012			S		1,601	D	\$ 55.35	3,528.831 <u>(1)</u>	D	
Common Stock	11/20/2012			S		307	D	\$ 55.36	3,221.831 (1)	D	

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Common Stock	11/20/2012	S	300	D	\$ 55.37	2,921.831 <u>(1)</u>	D	
Common Stock						2,288.8788 (2)	I	By Savings Plan
Reminder: Rep	port on a separate line for each class of secur	ities bene	ficially ow	ned di	rectly or i	indirectly.		
								SEC 1474 (9-02)
	Tabla II - Darivativa Sacu	rities Aco	mired Di	enocod	lof or Re	noficially Owned	l	

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned $(\emph{e.g.}, \text{puts}, \text{calls}, \text{warrants}, \text{options}, \text{convertible securities})$

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		e Expiration D (Month/Day)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (3)	\$ 36.11	11/20/2012		M	3,334	(4)	04/12/2019	Common Stock	3,334	

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
STURGELL ROBERT A 1300 WILSON BLVD. SUITE 200 ARLINGTON, VA 22209			Sr. VP, Washington Operations				
Signatures							

Joshua A. Mullin,	11/21/2012
Attorney-in-Fact	11/21/2012
**Signature of Reporting Person	Date

Reporting Owners 2

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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 November 2, 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 November 1, 2012.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options became exercisable in three equal installments on April 21, 2010, 2011 and 2012.

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.