

JONES CLAYTON M
Form 4
May 29, 2013

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
JONES CLAYTON M

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 124-323, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction
(Month/Day/Year)
05/24/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(Street)
CEDAR RAPIDS, IA 52498-0001

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

(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	(A) or (D)	Price	
Common Stock	05/24/2013		M		78,000	A	\$ 27.97 230,040	D
Common Stock	05/24/2013		S(1)		200	D	\$ 65.53 229,840	D
Common Stock	05/24/2013		S(1)		400	D	\$ 65.55 229,440	D
Common Stock	05/24/2013		S(1)		500	D	\$ 65.59 228,940	D
Common Stock	05/24/2013		S(1)		300	D	\$ 65.6 228,640	D

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Common Stock	05/24/2013	<u>S(1)</u>	900	D	\$ 65.61	227,740	D	
Common Stock	05/24/2013	<u>S(1)</u>	1,084	D	\$ 65.62	226,656	D	
Common Stock	05/24/2013	<u>S(1)</u>	993	D	\$ 65.63	225,663	D	
Common Stock	05/24/2013	<u>S(1)</u>	887	D	\$ 65.64	224,776	D	
Common Stock	05/24/2013	<u>S(1)</u>	2,300	D	\$ 65.65	222,476	D	
Common Stock	05/24/2013	<u>S(1)</u>	3,200	D	\$ 65.66	219,276	D	
Common Stock	05/24/2013	<u>S(1)</u>	200	D	\$ 65.665	219,076	D	
Common Stock	05/24/2013	<u>S(1)</u>	1,928	D	\$ 65.67	217,148	D	
Common Stock	05/24/2013	<u>S(1)</u>	3,873	D	\$ 65.68	213,275	D	
Common Stock	05/24/2013	<u>S(1)</u>	2,100	D	\$ 65.69	211,175	D	
Common Stock	05/24/2013	<u>S(1)</u>	753	D	\$ 65.7	210,422	D	
Common Stock	05/24/2013	<u>S(1)</u>	200	D	\$ 65.71	210,222	D	
Common Stock	05/24/2013	<u>S(1)</u>	11	D	\$ 65.72	210,211	D	
Common Stock	05/24/2013	<u>S(1)</u>	200	D	\$ 65.73	210,011	D	
Common Stock	05/24/2013	<u>S(1)</u>	500	D	\$ 65.74	209,511	D	
Common Stock	05/24/2013	<u>S(1)</u>	800	D	\$ 65.75	208,711	D	
Common Stock	05/24/2013	<u>S(1)</u>	1,200	D	\$ 65.76	207,511	D	
Common Stock	05/24/2013	<u>S(1)</u>	2,119	D	\$ 65.77	205,392	D	
Common Stock						14,887.5444 <u>(2)</u>	I	By Savings Plan
Common Stock						21,950 <u>(3)</u>	I	By GRATs

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

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SEC 1474 (9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

Table with 7 main columns: 1. Title of Derivative Security, 2. Conversion or Exercise Price of Derivative Security, 3. Transaction Date, 3A. Deemed Execution Date, if any, 4. Transaction Code, 5. Number of Derivative Securities, 6. Date Exercisable and Expiration Date, 7. Title and Amount of Underlying Securities. Includes a row for Employee Stock Option (Right to Buy) with details on price, date, and quantity.

Reporting Owners

Table with columns: Reporting Owner Name / Address, Relationships (Director, 10% Owner, Officer, Other). Entry for JONES CLAYTON M, Chairman and CEO.

Signatures

Gary R. Chadick, Attorney-in-Fact, 05/29/2013. Signature and date of reporting person.

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on March 15, 2013.
(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 May 1, 2013.
(3)

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Indirectly owned by reporting person who serves as trustee of grantor retained annuity trusts (GRATs). The GRATs hold shares originally contributed by the reporting person.

(4) Employee stock options granted pursuant to the Company's stock based plans.

(5) The options became exercisable in three substantially equal installments on November 6, 2004, 2005 and 2006.

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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