ROCKWELL COLLINS INC

Form 4 June 28, 2013

FORM 4

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

OMB Number:

3235-0287 January 31,

OMB APPROVAL

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * JONES CLAYTON M			2. Issuer Name and Ticker or Trading Symbol				5. Relationship of Reporting Person(s) to Issuer				
	(Last)	(First) (I	Middle)			COLLINS 1 Transaction	INC [0	COLJ	(Check	all applicable))
	(Last)	(Pilst) (1	viiduic)		Day/Year)	Tansaction			_X_ Director		Owner
M/S 124-323, 400 COLLINS ROAD NE				06/27/2013					_X_ Officer (give title Other (specify below) Chairman and CEO		
		(Street)		4. If Ame	4. If Amendment, Date Original				6. Individual or Joint/Group Filing(Check		
·					iled(Month/Day/Year)				Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
CEDAR RAPIDS, IA 52498-0001									Person		
	(City)	(State)	(Zip)	Tabl	le I - Non-	Derivative S	Securit	ies Acq	uired, Disposed of,	or Beneficiall	y Owned
	1.Title of	2. Transaction Date	2A. Deen	ned	3.	4. Securiti	ies Acq	uired	5. Amount of	6.	7. Nature o
	Security	(Month/Day/Year)	Execution	n Date, if	Transact	ion(A) or Dis	sposed of	of (D)	Securities	Ownership	Indirect
	(Instr. 3)		any		Code	(Instr. 3, 4	and 5)		Beneficially	Form: Direct	
			(Month/D	ay/Year)	(Instr. 8)				Owned	(D) or	Ownership
									Following	Indirect (I)	(Instr. 4)
							(A)		Reported Transaction(s)	(Instr. 4)	
							or		(Instr. 3 and 4)		
	_				Code V	Amount	(D)	Price	(moure und 1)		
	Common	06/27/2013			М	20 1/12	۸	\$	192 192	D	

(Instr. 3)	(World Day Tear)	any (Month/Day/Year)	Code (Instr. 8)	(Instr. 3, 4 and 5)			Beneficially Owned Following	Form: Direct (D) or Indirect (I)	Beneficial Ownership (Instr. 4)
			Code V	Amount	(A) or (D)	Price	Reported Transaction(s) (Instr. 3 and 4)	(Instr. 4)	
Common Stock	06/27/2013		M	30,143	A	\$ 27.97	182,183	D	
Common Stock	06/27/2013		S(1)	30,043	D	\$ 63	152,140	D	
Common Stock	06/27/2013		S(1)	100	D	\$ 63.01	152,040	D	
Common Stock							14,885.5392 (2)	I	By Savings Plan
Common Stock							21,950 (3)	I	By GRATs

of

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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)

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed o (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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (4)	\$ 27.97	06/27/2013		M	30,143	(5)	11/06/2013	Common Stock	30,143

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer			

JONES CLAYTON M M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

X

Chairman and CEO

Other

Signatures

Vaughn M. Klopfenstein, Attorney-in-Fact

06/28/2013

**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) 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 June 1, 2013.

(3)

Reporting Owners 2

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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. 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.