

ROCKWELL COLLINS INC
Form 4
February 18, 2014

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 *
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)

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

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

M/S 124-323, 400 COLLINS ROAD NE

02/14/2014

(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	(A) or (D)	Price
Common Stock	02/14/2014		M		45,696	A	\$ 36.55
Common Stock	02/14/2014		S(1)		691	D	\$ 78
Common Stock	02/14/2014		S(1)		237	D	\$ 78.01
Common Stock	02/14/2014		S(1)		200	D	\$ 78.04
Common Stock	02/14/2014		S(1)		800	D	\$ 78.05

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Common Stock	02/14/2014	<u>S(1)</u>	100	D	\$ 78.075	213,625	D
Common Stock	02/14/2014	<u>S(1)</u>	1,200	D	\$ 78.08	212,425	D
Common Stock	02/14/2014	<u>S(1)</u>	100	D	\$ 78.0804	212,325	D
Common Stock	02/14/2014	<u>S(1)</u>	300	D	\$ 78.085	212,025	D
Common Stock	02/14/2014	<u>S(1)</u>	200	D	\$ 78.095	211,825	D
Common Stock	02/14/2014	<u>S(1)</u>	500	D	\$ 78.11	211,325	D
Common Stock	02/14/2014	<u>S(1)</u>	500	D	\$ 78.14	210,825	D
Common Stock	02/14/2014	<u>S(1)</u>	100	D	\$ 78.147	210,725	D
Common Stock	02/14/2014	<u>S(1)</u>	338	D	\$ 78.17	210,387	D
Common Stock	02/14/2014	<u>S(1)</u>	300	D	\$ 78.175	210,087	D
Common Stock	02/14/2014	<u>S(1)</u>	2,000	D	\$ 78.18	208,087	D
Common Stock	02/14/2014	<u>S(1)</u>	14	D	\$ 78.19	208,073	D
Common Stock	02/14/2014	<u>S(1)</u>	100	D	\$ 78.1994	207,973	D
Common Stock	02/14/2014	<u>S(1)</u>	2,200	D	\$ 78.2	205,773	D
Common Stock	02/14/2014	<u>S(1)</u>	300	D	\$ 78.21	205,473	D
Common Stock	02/14/2014	<u>S(1)</u>	100	D	\$ 78.225	205,373	D
Common Stock	02/14/2014	<u>S(1)</u>	1,200	D	\$ 78.24	204,173	D
Common Stock	02/14/2014	<u>S(1)</u>	500	D	\$ 78.25	203,673	D
Common Stock	02/14/2014	<u>S(1)</u>	390	D	\$ 78.26	203,283	D
Common Stock	02/14/2014	<u>S(1)</u>	100	D	\$ 78.2695	203,183	D
	02/14/2014	<u>S(1)</u>	400	D	\$ 78.27	202,783	D

Common Stock									
Common Stock	02/14/2014		<u>S(1)(2)</u>	200	D	\$ 78.29	202,583	D	
Common Stock							4,732 ⁽²⁾	D	
Common Stock							15,050.8489 ⁽³⁾	I	By Savings Plan
Common Stock							21,950 ⁽⁴⁾	I	By GRATs

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 (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)	Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽⁵⁾	\$ 36.55	02/14/2014		M	45,696	<u>(6)</u> 11/02/2014	Common Stock	45,696	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES CLAYTON M M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			X	

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

02/18/2014

__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 November 13, 2013.
- (2) Restricted stock units awarded as compensation for services as a Director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors. Includes dividend equivalents issued quarterly on the restricted stock units.
- (3) Shares represented by Company stock fund units under the Company's tax-qualified savings plan based on information furnished by the Plan Administrator as of January 31, 2014.
- (4) 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.
- (5) Employee stock options granted pursuant to the Company's stock based plans.
- (6) The options are currently exercisable.

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.