

NIEUWSMA DAVID J

Form 4

November 28, 2018

**FORM 4****UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549**

Check this box  
if no longer  
subject to  
Section 16.  
Form 4 or  
Form 5  
obligations  
may continue.  
*See* Instruction  
1(b).

**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

## OMB APPROVAL

OMB  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NIEUWSMA DAVID J

(Last) (First) (Middle)

M/S: 150-XXX, 2599 EMPIRE  
DRIVE

(Street)

WINSTON-SALEM, NC 27103

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading  
Symbol  
ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/26/2018

4. If Amendment, Date Original  
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

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

EVP &amp; COO

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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 Ownership (Instr. 4)
Common Stock	11/26/2018		D	Amount (1) 10,536	(A) or (D) D (1) 0	D	
Common Stock	11/26/2018		D	Amount (2) 417.842	(A) or (D) D (2) 0	I	By Savings Plan

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

**Persons who respond to the collection of  
information contained in this form are not  
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SEC 1474  
(9-02)

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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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Stock Option (Right to Buy)	\$ 86.75	11/26/2018		M	2,167	(3) 11/09/2025	Common Stock 2,167
Stock Option (Right to Buy)	\$ 93.99	11/26/2018		M	2,134	(3) 04/20/2026	Common Stock 2,134
Stock Option (Right to Buy)	\$ 88.71	11/26/2018		M	7,800	(3) 11/14/2026	Common Stock 7,800
Phantom Stock	(5)	11/26/2018		M	98.1478	(4) (4)	Common Stock 98.1478

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
NIEUWSMA DAVID J M/S: 150-XXX 2599 EMPIRE DRIVE WINSTON-SALEM, NC 27103	EVP & COO

## Signatures

Joshua A. Mullin,  
Attorney-in-Fact  
Date 11/28/2018

\_\_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) Includes (a) 5,281 shares of Issuer common stock disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated September 4, 2017, by and among the Issuer, United Technologies Corporation ("UTC") and the Riveter Merger Sub Corp., for the

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per share merger consideration of \$93.33 in cash and .37525 shares of UTC common stock and cash for partial shares (the "Merger Consideration"), (b) 2,255 shares disposed of for Merger Consideration upon immediate vesting of FY'17-19 performance shares at target pursuant to the Merger Agreement and (c) 1,200 restricted stock units and 1,800 FY'18-20 performance shares granted in November 2017 exchanged for a number of UTC restricted stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement).

- (2) Disposed of for Merger Consideration to be received by the reporting person's account under the Savings Plan.  
These options, which provided for vesting in three equal annual installments commencing on the date of grant (which was ten years prior to the expiration date), were disposed of for the right to receive the Merger Consideration for each Net Option Share (as set forth in the Merger Agreement) subject to the option.
- (3) Represents phantom shares of the common stock held in the Issuer's 2005 non-qualified savings plan exchanged for a cash payment based upon the value of the Merger Consideration (as set forth in the Merger Agreement).
- (4) The price varies based on the date the phantom stock was credited.

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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