ROCKWELL COLLINS INC

Form 4

Stock

November 12, 2015

UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 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 * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading **MATTAI NAN** Issuer Symbol ROCKWELL COLLINS INC [COL] (Check all applicable) (First) (Middle) (Last) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner X_ Officer (give title Other (specify M/S 124-223, 400 COLLINS ROAD 11/09/2015 below) below) NE Sr VP, Engineering and Tech (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(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) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1. Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if Transaction(A) or Disposed of (D) Securities Form: Direct Indirect (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially (D) or Beneficial (Month/Day/Year) Owned Indirect (I) Ownership (Instr. 8) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) (Instr. 3 and 4) Code V Amount (D) Price 2,833 Common 11/09/2015 A A \$0 7,543 D (1) Stock Common 11/09/2015 F 945 D 6,598 D 86.75 Stock Common $710^{(2)}$ Ι By IRA Stock By Common 5,738,1049 I Savings

(3)

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

Plan

OMB APPROVAL

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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. Transactic Code (Instr. 8)	5. Number of orDerivative 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) (4)	\$ 86.75	11/09/2015		A	12,700	<u>(5)</u>	11/09/2025	Common Stock	12,700

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

MATTAI NAN M/S 124-223 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

Sr VP, Engineering and Tech

Signatures

Vaughn M.

Klopfenstein 11/11/2015

**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) Vesting of performance shares granted under the Company's Long-Term Incentives Plan ("LTIP").
- (2) Shares rolled over into a self-directed IRA.
- (3) 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, 2015.
- (4) Employee stock options granted under the LTIP.

Reporting Owners 2

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(5) The options vest in three substantially equal annual installments beginning November 9, 2016.

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