

ROCKWELL COLLINS INC
Form 4
January 08, 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

(Last) (First) (Middle)

M/S 124-323, 400 COLLINS ROAD
NE

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

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

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

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

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

6. Individual or Joint/Group Filing(Check Applicable Line)

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 Indirect Beneficial Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	01/06/2014		S ⁽¹⁾	100 D	\$ 75.54	191,324	D
Common Stock	01/06/2014		S ⁽¹⁾	700 D	\$ 75.56	190,624	D
Common Stock	01/06/2014		S ⁽¹⁾	100 D	\$ 75.59	190,524	D
Common Stock	01/06/2014		S ⁽¹⁾	100 D	\$ 75.6	190,424	D
Common Stock	01/06/2014		S ⁽¹⁾	300 D	\$ 75.62	190,124	D

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Common Stock	01/06/2014	<u>S(1)</u>	457	D	\$ 75.64	189,667	D	
Common Stock	01/06/2014	<u>S(1)</u>	100	D	\$ 75.66	189,567	D	
Common Stock	01/06/2014	<u>S(1)</u>	200	D	\$ 75.67	189,367	D	
Common Stock	01/06/2014	<u>S(1)</u>	3,024	D	\$ 75.69	186,343	D	
Common Stock	01/06/2014	<u>S(1)</u>	731	D	\$ 75.7	185,612	D	
Common Stock	01/06/2014	<u>S(1)</u>	300	D	\$ 75.71	185,312	D	
Common Stock	01/06/2014	<u>S(1)</u>	1,000	D	\$ 75.7233	184,312	D	
Common Stock	01/06/2014	<u>S(1)</u>	4,400	D	\$ 75.73	179,912	D	
Common Stock	01/06/2014	<u>S(1)</u>	100	D	\$ 75.82	179,812	D	
Common Stock	01/06/2014	<u>S(1)</u>	300	D	\$ 76.0374	179,512	D	
Common Stock	01/06/2014	<u>S(1)</u>	3,500	D	\$ 76.07	176,012	D	
Common Stock	01/06/2014	<u>S(1)</u>	400	D	\$ 76.12	175,612	D	
Common Stock	01/06/2014	<u>S(1)</u>	700	D	\$ 76.13	174,912	D	
Common Stock	01/06/2014	<u>S(1)</u>	400	D	\$ 76.135	174,512	D	
Common Stock	01/06/2014	<u>S(1)</u>	1,800	D	\$ 76.14	172,712	D	
Common Stock	01/06/2014	<u>S(1)</u>	1,606	D	\$ 76.16	171,106	D	
Common Stock	01/06/2014	<u>S(1)</u>	600	D	\$ 76.18	170,506	D	
Common Stock	01/06/2014	<u>S(1)</u>	500	D	\$ 76.25	170,006	D	
Common Stock	01/06/2014	<u>S(1)</u>	49	D	\$ 76.57	169,957	D	
Common Stock						15,223.3642 <u>(2)</u>	I	By Savings Plan

Common Stock 21,950 ⁽³⁾ 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)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 3, 4, and 5)
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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 01/08/2014
 **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) 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 January 1, 2014.

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

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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