ROCKWELL COLLINS INC

Form 4 October 29, 2014

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB

OMB APPROVAL

Number:

3235-0287

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January 31, 2005

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may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * Ortberg Robert Kelly			2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS INC [COL]						5. Relationship of Reporting Person(s) to Issuer			
(Last) (First) (Middle)			3 Date of	f Earlies	t Tra	ansaction			(Check all applicable)			
M/S: 124-323, 400 COLLINS ROAD NE			3. Date of Earliest Transaction (Month/Day/Year) 10/28/2014						_X_ Director 10% Owner _X_ Officer (give title Other (specify below) CEO & President			
(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 Person			
(City)	(State) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned											
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	e 2A. Deen Execution any (Month/E	n Date, if	Code (Instr.		4. Securi n(A) or Di (Instr. 3,	ispose 4 and (A) or	d of (D)	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)	
Common Stock	10/28/2014			M(1)	•	2,735	A	\$ 36.55	54,179.472 (2)	D		
Common Stock	10/28/2014			F(1)		1,218	D	\$ 82.02	52,961.472 (2)	D		
Common Stock									4,459.4693 (3)	I	By Savings	

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

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Plan

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displays a currently valid OMB control number.

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. Transacti Code (Instr. 8)	5. Number on 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
Employee Stock Option (Right to Buy) (4)	\$ 36.55	10/28/2014		M	2,735	<u>(5)</u>	11/02/2014	Common Stock	0

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
Ortberg Robert Kelly M/S: 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	X		CEO & President				

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on September 23, 2014.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of October 1, 2014.
- (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 October 1, 2014.

Reporting Owners 2

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- (4) Stock options granted under the Company's stock based plans.
- (5) The options are currently exercisable.

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