

ROCKWELL COLLINS INC
Form 4
April 02, 2003

FORM 4

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

OMB APPROVAL

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

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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

Filed By
Romeo and Dye's
Section 16 Filer
www.section16.net

1. Name and Address of Reporting Person* BEALL, DONALD R. (Last) (First) (Middle) 5 CIVIC PLAZA, SUITE 320 (Street) NEWPORT BEACH, CA 92660 (City) (State) (Zip)		2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS, INC. (COL)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)					
3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)		4. Statement for Month/Day/Year 4/1/03		7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> 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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	4/1/03		A ⁽¹⁾		335	A	\$18.68	17,689	D	
Common Stock								85,262	I	Trustee--Family Trust
Common Stock								64,883.5154	I	By Savings Plan ⁽²⁾

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security	2. Conversion or Exercise	3. Transaction	3A. Deemed Execution	4. Transaction	5. Number of	6. Date Exercisable and Expiration Date	7. Title and Amount of Underlying	8. Price of Derivative Security	9. Number of Derivative Securities	10. Ownership	11. Nature of Indirect Beneficial
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(Instr. 3)	Price of Derivative Security	Date (Month/Day/Year)	Date, if any (Month/Day/Year)	Code (Instr. 8)		Derivative Securities (Instr. 3, 4 & 5)		Month/Day/Year		Securities (Instr. 3 & 4)		(Instr. 5)	Beneficially Owned Following Reported Transaction(s) (Instr. 4)	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
				(A)	(D)	(A)	(D)	Date Exer-cisable	Expira-tion Date	Title	Amount or Number of Shares				
Stock Option (right to buy) ⁽³⁾	\$22.0764							Current	12/6/05	Common Stock	318,351		318,351	D	
Stock Option (right to buy) ⁽³⁾	\$27.8729							Current	12/9/06	Common Stock	269,739		269,739	D	
Stock Option (right to buy) ⁽³⁾	\$25.0465							Current	6/26/08	Common Stock	737		737	D	
Stock Option (right to buy) ⁽³⁾	\$28.6141							Current	2/3/09	Common Stock	985		985	D	
Stock Option (right to buy) ⁽³⁾	\$30.1282							Current	2/2/10	Common Stock	985		985	D	
Stock Option (right to buy) ⁽⁴⁾	\$22.3500							⁽⁵⁾	7/5/11	Common Stock	150,000		150,000	D	
Directors Stock Option (right to buy) ⁽⁶⁾	\$20.26							2/11/04 ⁽⁷⁾	2/11/13	Common Stock	5,000		5,000	D	

Explanation of Responses:

- (1) Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (2) Shares represented by Company stock fund units under the Rockwell Automation, Inc. (ROK) salaried retirement savings plan, based on information provided by the Plan Administrator as of 12/1/02.
- (3) Stock option, as amended if applicable, granted under the Rockwell Collins 2001 Stock Option Plan in connection with the 6/29/01 pro rata distribution by ROK to its shareowners of all of the issued and outstanding shares of Common Stock of Rockwell Collins.
- (4) Stock options granted under the 2001 Long-Term Incentives Plan.
- (5) Options are currently exercisable as to 50,000 shares and become exercisable as to an additional 50,000 shares on each of 7/5/03 and 7/5/04.
- (6) Director stock option granted pursuant to the Directors Stock Plan.
- (7) The options vest in three equal annual installments beginning on February 11, 2004.

By: /s/ **Gary R. Chadick**
Gary R. Chadick, Attorney-in-Fact
 **Signature of Reporting Person

4/02/03
 Date

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**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

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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