

ROCKWELL COLLINS INC
Form 4
February 02, 2005

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 *
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]

3. Date of Earliest Transaction
(Month/Day/Year)
02/01/2005

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)		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)
				Code	V Amount (D) Price			
Common Stock	02/01/2005		M		31,835 A \$ 22.0764	61,835	I	Trustee - Family Trust
Common Stock	02/01/2005		S		29,900 D \$ 43	31,935	I	Trustee - Family Trust
Common Stock	02/01/2005		S		100 D \$ 43.02	31,835	I	Trustee - Family Trust
Common Stock	02/01/2005		S		1,835 D \$ 43.05	30,000	I	Trustee - Family Trust

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Common Stock	64,305.4661 <u>(1)</u>	I	By Savings Plan
Common Stock	19,597 <u>(2)</u>	D	

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

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(9-02)

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 Security (Instr. 3 and 4)
					Code	V	(A)	(D)	Date Exercisable	
Stock Option (right to buy) <u>(3)</u>	\$ 22.0764	01/25/2005		G ⁽⁴⁾	V		318,351	<u>(5)</u>	12/06/2005	Common Stock
Stock Option (right to buy) <u>(3)</u>	\$ 22.0764	01/25/2005		G ⁽⁴⁾	V	318,351		<u>(5)</u>	12/06/2005	Common Stock
Stock Option (right to buy) <u>(3)</u>	\$ 27.8729	01/25/2005		G ⁽⁴⁾	V		269,739	<u>(5)</u>	12/09/2006	Common Stock
Stock Option (right to buy)	\$ 27.8729	01/25/2005		G ⁽⁴⁾	V	269,739		<u>(5)</u>	12/09/2006	Common Stock
Stock Option (right to buy) <u>(3)</u>	\$ 25.0465	01/25/2005		G ⁽⁴⁾	V		737	<u>(5)</u>	06/26/2008	Common Stock
Stock Option (right to buy) <u>(3)</u>	\$ 25.0465	01/25/2005		G ⁽⁴⁾	V	737		<u>(5)</u>	06/26/2008	Common Stock

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Stock Option (right to buy) ⁽³⁾	\$ 28.6141	01/25/2005	G ⁽⁴⁾	V		985	<u>(5)</u>	02/03/2009	Common Stock	
Stock Option (right to buy) ⁽³⁾	\$ 28.6141	01/25/2005	G ⁽⁴⁾	V	985		<u>(5)</u>	02/03/2009	Common Stock	
Stock Option (right to buy) ⁽³⁾	\$ 30.1282	01/25/2005	G ⁽⁴⁾	V		985	<u>(5)</u>	02/02/2010	Common Stock	
Stock Option (right to buy) ⁽³⁾	\$ 30.1282	01/25/2005	G ⁽⁴⁾	V	985		<u>(5)</u>	02/02/2010	Common Stock	
Stock Option (right to buy) ⁽³⁾	\$ 22.35	01/25/2005	G ⁽⁴⁾	V		150,000	<u>(5)</u>	07/05/2011	Common Stock	15
Stock Option (right to buy) ⁽³⁾	\$ 22.35	01/25/2005	G ⁽⁴⁾	V	150,000		<u>(5)</u>	07/05/2011	Common Stock	15
Stock Option (right to buy) ⁽³⁾	\$ 20.26	01/25/2005	G ⁽⁴⁾	V		5,000	<u>(6)</u>	02/11/2013	Common Stock	5
Stock Option (right to buy) ⁽³⁾	\$ 20.26	01/25/2005	G ⁽⁴⁾	V	5,000		<u>(6)</u>	02/11/2013	Common Stock	5
Stock Option (right to buy) ⁽³⁾	\$ 32.91	01/25/2005	G ⁽⁴⁾	V		5,000	<u>(6)</u>	02/10/2014	Common Stock	5
Stock Option (right to buy) ⁽³⁾	\$ 32.91	01/25/2005	G ⁽⁴⁾	V	5,000		<u>(6)</u>	02/10/2014	Common Stock	5
Stock Option (right to buy) ⁽³⁾	\$ 22.0764	02/01/2005	M		31,835		<u>(5)</u>	12/06/2005	Common Stock	3

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEALL DONALD R 5 CIVIC PLAZA, SUITE 320 NEWPORT BEACH, CA 92660	X			

Signatures

/s/ Vaughn M. Klopfenstein,
Attorney-in-Fact

02/02/2005

__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) 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 December 1, 2004.
 - (2) Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.
 - (3) Stock options granted under the Company's stock based plans.
 - (4) Gift to Beall Family Trust, for which the reporting person is a trustee.
 - (5) Options are currently exercisable.
 - (6) Options vest in three equal annual installments beginning one year from the date of grant.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.