ROCKWELL COLLINS INC

Form 4

February 17, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

3235-0287

January 31, Expires: 2005

OMB APPROVAL

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Check this box if no longer subject to Section 16. Form 4 or Form 5

obligations

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 may continue.

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

See Instruction

1. Name and Address of Reporting Person * BEALL DONALD R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last)	(First)	(Middle)	ROCKWELL COLLINS INC [COL] 3. Date of Earliest Transaction	(Check all applicable)		
5 CIVIC PLAZA, SUITE 320		E 320	(Month/Day/Year) 02/15/2005	X Director 10% Owner Officer (give title below) Other (specify below)		
	(Street)		4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
NEWPORT BEACH, CA 92660				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) 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. Transactic Code (Instr. 8)	4. Securit ord Dispos (Instr. 3, 4)	ed of		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	02/15/2005		M	31,835	A	\$ 22.0764	61,835	I	Trustee - Family Trust		
Common Stock	02/15/2005		S	300	D	\$ 46.18	61,585	I	Trustee - Family Trust		
Common Stock	02/15/2005		S	735	D	\$ 46.19	60,800	I	Trustee - Family Trust		
Common Stock	02/15/2005		S	5,600	D	\$ 46.2	55,200	I	Trustee - Family Trust		

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Common Stock	02/15/2005	S	600	D	\$ 46.21	54,600	I	Trustee - Family Trust
Common Stock	02/15/2005	S	500	D	\$ 46.22	54,100	I	Trustee - Family Trust
Common Stock	02/15/2005	S	2,400	D	\$ 46.23	51,700	I	Trustee - Family Trust
Common Stock	02/15/2005	S	600	D	\$ 46.25	51,100	I	Trustee - Family Trust
Common Stock	02/15/2005	S	4,700	D	\$ 46.26	46,400	I	Trustee - Family Trust
Common Stock	02/15/2005	S	600	D	\$ 46.27	45,800	I	Trustee - Family Trust
Common Stock	02/15/2005	S	1,500	D	\$ 46.29	44,300	I	Trustee - Family Trust
Common Stock	02/15/2005	S	6,000	D	\$ 46.3	38,300	I	Trustee - Family Trust
Common Stock	02/15/2005	S	2,000	D	\$ 46.31	36,300	I	Trustee - Family Trust
Common Stock	02/15/2005	S	6,300	D	\$ 46.36	30,000	I	Trustee - Family Trust
Common Stock						64,305.4661 (1)	I	By Savings Plan
Common Stock						19,597 (2)	D	

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

SEC 1474

(9-02)

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

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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. 5. Number of TransactionDerivative Code Securities (Instr. 8) 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 Securitie (Instr. 3 and 4)		
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amour or Number of Shar
Stock Option (Right to Buy) (3)	\$ 22.0764	02/15/2005		M	31,835		<u>(4)</u>	12/06/2005	Common Stock	31,83
Directors Stock Option (Right to Buy) (5)	\$ 46.11	02/15/2005		A	5,000		<u>(6)</u>	02/15/2015	Common Stock	5,000
Directors Stock Option (Right to Buy) (5)	\$ 46.11	02/15/2005		G <u>(7)</u> V		5,000	<u>(6)</u>	02/15/2015	Common Stock	5,000
Directors Stock Option (Right to Buy) (5)	\$ 46.11	02/15/2005		G ⁽⁷⁾ V	5,000		<u>(6)</u>	02/15/2015	Common Stock	5,00

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/ Gary R. Chadick,
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) 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.

Reporting Owners 3

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- (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) Options are currently exercisable.
- (5) Director stock options granted pursuant to the Directors Stock Plan.
- (6) The options vest in three equal annual installments beginning on February 15, 2006.
- (7) Gift to Beall Family Trust, for which the reporting person is a trustee.

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.