

ROCKWELL COLLINS INC
Form 4
March 01, 2005

FORM 4

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

OMB APPROVAL

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

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

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)
02/25/2005

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) (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) | | | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|---|-------------|---|------------------------|
| | | | Code | V | Amount | (D) | Price | | | |
| Common Stock | 02/25/2005 | | M | | 4,135 | A | \$ 22.0764 | 34,135 | I | Trustee - Family Trust |
| Common Stock | 02/25/2005 | | M | | 26,974 | A | \$ 27.8729 | 61,109 | I | Trustee - Family Trust |
| Common Stock | 02/25/2005 | | S | | 31,109 | D | \$ 47 | 30,000 | I | Trustee - Family Trust |
| Common Stock | | | | | | | | 64,305.4661 | I | By Savings Plan |
| | | | | | | | | (1) | | |

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)

| 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. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (right to buy) ⁽³⁾ | \$ 22.0764 | 02/25/2005 | | M | 4,135 | ⁽⁴⁾ 12/06/2005 | Common Stock | 4,135 |
| Stock Option (right to buy) ⁽³⁾ | \$ 27.8729 | 02/25/2005 | | M | 26,974 | ⁽⁴⁾ 12/09/2006 | Common Stock | 26,974 |

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 03/01/2005

__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) Options are currently exercisable.

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.