

ROCKWELL COLLINS INC
Form 3
May 09, 2006

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

INITIAL STATEMENT OF 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)

<p>1. Name and Address of Reporting Person *</p> <p>Â SCHULTE MARSHA A</p> <p>(Last) (First) (Middle)</p> <p>400 COLLINS ROAD NE,Â M/S 124-318</p> <p>(Street)</p> <p>CEDAR RAPIDS,Â IAÂ 52498-001</p> <p>(City) (State) (Zip)</p>	<p>2. Date of Event Requiring Statement</p> <p>(Month/Day/Year)</p> <p>04/27/2006</p>	<p>3. Issuer Name and Ticker or Trading Symbol</p> <p>ROCKWELL COLLINS INC [COL]</p>	<p>4. Relationship of Reporting Person(s) to Issuer</p> <p>(Check all applicable)</p> <p><input type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other (give title below) (specify below) VP, Finance and Controller</p>	<p>5. If Amendment, Date Original Filed(Month/Day/Year)</p>	<p>6. Individual or Joint/Group Filing(Check Applicable Line)</p> <p><input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person</p>
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Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,211.6588 ⁽¹⁾	I	By Savings Plan
Common Stock	680.1433 ⁽²⁾	D	Â
Common Stock	1,842.3038 ⁽¹⁾	I	By Spouse
Common Stock	482.7013 ⁽²⁾	I	By Spouse

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

SEC 1473 (7-02)

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

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1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)		4. Conversion or Exercise Price of Derivative Security	5. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	6. Nature of Indirect Beneficial Ownership (Instr. 5)
	Date Exercisable	Expiration Date	Title	Amount or Number of Shares			
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	10/04/2009	Common Stock	1,932	\$ 32.613	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁵⁾	11/06/2013	Common Stock	2,667	\$ 27.97	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁶⁾	11/02/2014	Common Stock	4,067	\$ 36.55	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁷⁾	11/17/2015	Common Stock	3,250	\$ 44.85	D	Â
Employee Stock Option (Right to Buy) ⁽⁵⁾	Â ⁽⁸⁾	04/26/2016	Common Stock	600	\$ 58.45	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SCHULTE MARSHA A 400 COLLINS ROAD NE M/S 124-318 CEDAR RAPIDS, IA 52498-001	Â	Â	Â VP, Finance and Controller	Â

Signatures

Marsha A. 05/08/2006
Schulte

^{**}Signature of
Reporting Person

Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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 Collins, Inc. 2001 qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of April 2006.
 - (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of April 2006.
 - (3) Stock options granted under the Company's stock based plans.
 - (4) The options vested in three substantially equal annual installments and are currently exercisable.
 - (5) 2,667 shares become exercisable on November 6, 2006.
 - (6) 2,033 shares become exercisable on November 2, 2006; 2,034 shares become exercisable on November 2, 2007.

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(7) The options vest in three substantially equal annual installments beginning 11/17/2006.

(8) The options vest in three substantially equal annual installments beginning 4/26/2007.

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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