

CHURCHILL GREGORY S

Form 4

November 25, 2008

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
Number: 3235-0287
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2005
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHURCHILL GREGORY S

(Last) (First) (Middle)

**M/S 120-102, 400 COLLINS ROAD
NE**

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction
(Month/Day/Year)
11/21/2008

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)

ExecVP and COO, Government Sys

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)
Common Stock	11/21/2008		A	Amount (1) 8,651 Price \$ 0	18,877.4521 (2)	D	
Common Stock	11/21/2008		F	2,808 D \$ 30.39	16,069.4521 (2)	D	
Common Stock					7,434.8119 (3)	I	By Savings Plan

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

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SEC 1474
(9-02)

[illegible]

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Stock Option (Right to Buy) ⁽⁴⁾	\$ 30.39	11/21/2008	A		77,800	<u>(5)</u>	11/21/2018	Common Stock	77,800

Reporting Owner Name / Address

Relationships

Director	10% Owner	Officer		Other
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CHURCHILL GREGORY S
M/S 120-102
400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498-0001

ExecVP and COO, Government Sys

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

11/25/2008

 **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) Vesting of performance shares granted under the Company's Long-Term Incentives Plans.

(2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of October 1, 2008.

(3) 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 October 1, 2008.

(4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.

(5) The options vest in three substantially equal annual installments beginning 11/21/2009.

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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