

ROCKWELL COLLINS INC  
Form 4  
November 23, 2010

**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 \*  
MATTAINAN

(Last) (First) (Middle)

M/S 124-223, 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)  
11/19/2010

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)

Sr VP, Engineering and Tech

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 Ownership (Instr. 4)
			Code	V	Amount or Price		
Common Stock	11/19/2010		A		2,371 (1)	A	\$ 0
Common Stock	11/19/2010		D		2,371 (2)	D	\$ 55.75
Common Stock					4,692.6274 (3)	I	By Savings Plan
Common Stock					710 (4)	I	By IRA
Common Stock					6,199.369 (3)	I	By Spouse's

Common Stock 67.279 <sup>(5)</sup> I Spouse Savings Plan

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

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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
				Code V (A) (D)		Date Exercisable Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(6)</sup>	\$ 55.75	11/19/2010		A	12,600	<sup>(7)</sup> 11/19/2020	Common Stock	12,600

## Reporting Owners

Reporting Owner Name / Address	Relationships
MATTAI NAN M/S 124-223 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	Director 10% Owner Officer Sr VP, Engineering and Tech Other

## Signatures

Vaughn M. Klopfenstein, 11/23/2010  
 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).

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- (1) Vesting of performance shares granted under the Company's Long-Term Incentives Plans.  
Performance shares that vested 11/19/2010 were deferred into the Company's deferred compensation plan. Deferred performance shares
- (2) were deemed to be sold to the Company on 11/19/2010 at the close of market. An equivalent value has been credited to other measurement funds in the participant's account under the Company's deferred compensation plan.
- (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, 2010.
- (4) Shares rolled over into a self-directed IRA.
- (5) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of November 2, 2010.
- (6) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.
- (7) The options vest in three substantially equal annual installments beginning 11/19/2011.

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.