

ROCKWELL COLLINS INC

Form 4

November 16, 2011

**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  
Estimated average  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
**MATTAI NAN**

(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)  
**11/14/2011**

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	11/14/2011		A	Amount (1) 5,133	(A) or (D) A \$ 0	5,133	D
Common Stock	11/14/2011		F	1,666	D \$ 55.01	3,467	D
Common Stock					4,947.0506 (2)	I	By Savings Plan
Common Stock					710 (3)	I	By IRA
Common Stock					7,264.3194 (2)	I	By Spouse's

Common Stock	361.486 <sup>(4)</sup>	I	Savings Plan  Spouse
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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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) <sup>(5)</sup>	\$ 55.01	11/14/2011		A	13,700	<sup>(6)</sup> 11/14/2021	Common Stock	13,700

## 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

## Signatures

Gary R. Chadick,  
Attorney-in-Fact 11/16/2011

                    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 2006 Long-Term Incentives Plan ("LTIP").
- (2) Shares represented by Company stock fund units under the Company's tax-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, 2011.
- (3) Shares rolled over into a self-directed IRA.
- (4) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of November 4, 2011.
- (5) Employee stock options granted pursuant to the LTIP.
- (6) The options vest in three substantially equal annual installments beginning 11/14/2012.

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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