

STATLER KENT L
Form 4
January 24, 2012

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 *
STATLER KENT L

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
M/S 153-100, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
ExecVP & COO, Commercial Sys

(Street)

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

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)	
				(A) or (D)	Price			
Common Stock	01/23/2012		A	V	46,310	A	\$ 69,719.751 (1) 30.39	D
Common Stock	01/23/2012		S		100	D	\$ 69,619.751 (1) 59.21	D
Common Stock	01/23/2012		S		100	D	\$ 69,519.751 (1) 59.22	D
Common Stock	01/23/2012		S		100	D	\$ 69,419.751 (1) 59.23	D
Common Stock	01/23/2012		S		500	D	\$ 68,919.751 (1) 59.25	D

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Common Stock	01/23/2012	S	100	D	\$ 59.26	68,819.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	400	D	\$ 59.27	68,419.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	300	D	\$ 59.28	68,119.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	3,952	D	\$ 59.29	64,167.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	600	D	\$ 59.3	63,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	200	D	\$ 59.31	63,367.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	500	D	\$ 59.32	62,867.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	1,300	D	\$ 59.33	61,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	768	D	\$ 59.34	60,799.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	1,000	D	\$ 59.35	59,799.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	732	D	\$ 59.36	59,067.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	100	D	\$ 59.38	58,967.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	900	D	\$ 59.39	58,067.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	500	D	\$ 59.4	57,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	2,000	D	\$ 59.41	55,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	200	D	\$ 59.42	55,367.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	600	D	\$ 59.43	54,767.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	4,500	D	\$ 59.45	50,267.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	700	D	\$ 59.46	49,567.751 <u>(1)</u>	D
Common Stock	01/23/2012	S	1,800	D	\$ 59.47	47,767.751 <u>(1)</u>	D
	01/23/2012	S	100	D			D

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Common Stock					\$ 47,667.751			
					59.48	(1)		
Common Stock	01/23/2012		S	1,200	D	\$ 46,467.751		D
						59.49	(1)	
Common Stock	01/23/2012		S	100	D	\$ 46,367.751		D
						59.51	(1)	
Common Stock						3,727.8785		I
						(2)		
								By 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	
Stock Option (Right to Buy) (3)	\$ 30.39	01/23/2012		A	46,310	(4)	11/21/2018	Common Stock	46,310

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STATLER KENT L M/S 153-100 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP & COO, Commercial Sys	

Signatures

Gary R. Chadick,
Attorney-in-Fact

01/24/2012

__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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of January 1, 2012.
- (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 January 1, 2012.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options became exercisable in three equal annual installments on November 21, 2009, 2010 and 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.