

ABZUG BARRY M
Form 4
February 15, 2012

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
ABZUG BARRY M

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 124-303, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction
(Month/Day/Year)
02/14/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
Sr. VP, Corporate Development

(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 Ownership (Instr. 4)			
				(A) or (D)	Price					
Common Stock	02/14/2012		M	V	2,998	A	\$ 27.97	11,726.8982 ⁽¹⁾	D	
Common Stock	02/14/2012		S ⁽²⁾		2,998	D	\$ 60	8,728.8982 ⁽¹⁾	D	
Common Stock	02/14/2012		M	V	2,768	A	\$ 20.97	11,496.8982 ⁽¹⁾	D	
Common Stock								1,890.5539 ⁽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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(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
						Date Exercisable	Expiration Date		
Stock Option (Right to Buy) ⁽⁴⁾	\$ 27.97	02/14/2012		M	2,998	<u>(5)</u>	11/06/2013	Common Stock	2,998
Stock Option (Right to Buy) ⁽⁴⁾	\$ 20.97	02/14/2012		M	2,768	<u>(5)</u>	09/11/2012	Common Stock	2,768

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ABZUG BARRY M M/S 124-303 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			Sr. VP, Corporate Development	

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

02/15/2012

 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)

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Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of February 1, 2012.

- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 4, 2011.
- (3) 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 February 3, 2012.
- (4) Employee stock options granted pursuant to the Company's stock based plans.
- (5) The options are currently exercisable.

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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