

ROCKWELL COLLINS INC
Form 4
February 15, 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 *
Ortberg Robert Kelly

(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)

02/14/2012

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 & 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)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/14/2012		M		16,000	A	\$ 20.97
					45,097.882		(1)
Common Stock	02/14/2012		S		100	D	\$ 59.48
					44,997.882		(1)
Common Stock	02/14/2012		S		100	D	\$ 59.46
					44,897.882		(1)
Common Stock	02/14/2012		S		200	D	\$ 59.45
					44,697.882		(1)
Common Stock	02/14/2012		S		100	D	\$ 59.43
					44,597.882		(1)

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Common Stock	02/14/2012	S	1,100	D	\$ 59.42	43,497.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	200	D	\$ 59.415	43,297.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	500	D	\$ 59.41	42,797.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.409	42,697.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	600	D	\$ 59.405	42,097.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.4	41,997.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.39	41,897.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.3807	41,797.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.38	41,697.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.37	41,597.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	300	D	\$ 59.365	41,297.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	800	D	\$ 59.355	40,497.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	300	D	\$ 59.3514	40,197.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.35	40,097.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	300	D	\$ 59.34	39,797.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.3375	39,697.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.325	39,597.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	500	D	\$ 59.32	39,097.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.319	38,997.882 <u>(1)</u>	D
Common Stock	02/14/2012	S	100	D	\$ 59.3175	38,897.882 <u>(1)</u>	D
	02/14/2012	S	1,500	D	\$ 59.315		D

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Common Stock						37,397.882		
						<u>(1)</u>		
Common Stock	02/14/2012		S	1,300	D	\$ 59.31	36,097.882	D
							<u>(1)</u>	
Common Stock	02/14/2012		S	100	D	\$ 59.3075	35,997.882	D
							<u>(1)</u>	
Common Stock	02/14/2012		S	100	D	\$ 59.305	35,897.882	D
							<u>(1)</u>	
Common Stock							3,740.3462	I
							<u>(2)</u>	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
Stock Option (Right to Buy) ⁽³⁾	\$ 20.97	02/14/2012		M	16,000	<u>(4)</u> 09/11/2012	Common Stock	16,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Ortberg Robert Kelly M/S 120-102 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP & COO, Government Sys	

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) 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) 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.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options are currently exercisable.

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