

JONES CLAYTON M
Form 4
June 26, 2012

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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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 *
JONES CLAYTON 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 124-323, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction
(Month/Day/Year)
06/22/2012

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
CEDAR RAPIDS, IA 52498-0001

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

(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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	06/22/2012		S ⁽¹⁾	V 1,000 D	\$ 48.31	137,397	D
Common Stock	06/22/2012		S ⁽¹⁾	V 1,500 D	\$ 48.32	135,897	D
Common Stock	06/22/2012		S ⁽¹⁾	V 1,200 D	\$ 48.33	134,697	D
Common Stock	06/22/2012		S ⁽¹⁾	V 2,183 D	\$ 48.34	132,514	D
Common Stock	06/22/2012		S ⁽¹⁾	V 1,800 D	\$ 48.35	130,714	D

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Common Stock	06/22/2012	<u>S⁽¹⁾</u>	800	D	\$ 48.36	129,914	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	1,300	D	\$ 48.37	128,614	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	1,008	D	\$ 48.38	127,606	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	400	D	\$ 48.39	127,206	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	300	D	\$ 48.4	126,906	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	43	D	\$ 48.41	126,863	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	300	D	\$ 48.42	126,563	D	
Common Stock	06/22/2012	<u>S⁽¹⁾</u>	286	D	\$ 48.43	126,277	D	
Common Stock						21,950 ⁽²⁾	I	By GRATs
Common Stock						14,424.877 ⁽³⁾	I	By Savings Plan

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
						Date Exercisable	Expiration Date	Title	Amount or Number of Shares
						Code	V (A) (D)		

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES CLAYTON M M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	X		Chairman, President and CEO	

Signatures

Gary R. Chadick, Attorney-in-Fact	06/26/2012
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
 - (2) Indirectly owned by reporting person who serves as trustee of grantor retained annuity trusts (GRATs). The GRATs hold shares originally contributed by the reporting person.
 - (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 June 1, 2012.

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.