

JONES CLAYTON M
Form 4
July 25, 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 *
JONES CLAYTON M

(Last) (First) (Middle)

M/S 124-323, 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)
07/23/2012

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)

Chairman, President and CEO

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | Price | | |
| Common Stock | 07/23/2012 | | S ⁽¹⁾ | 600 D | \$ 49.21 | 132,061 | D |
| Common Stock | 07/23/2012 | | S ⁽¹⁾ | 500 D | \$ 49.22 | 131,561 | D |
| Common Stock | 07/23/2012 | | S ⁽¹⁾ | 600 D | \$ 49.23 | 130,961 | D |
| Common Stock | 07/23/2012 | | S ⁽¹⁾ | 300 D | \$ 49.25 | 130,661 | D |
| Common Stock | 07/23/2012 | | S ⁽¹⁾ | 384 D | \$ 49.26 | 130,277 | D |

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| | | | | | | | | |
|--------------|------------|------------------------|-----|---|----------|----------------------------|---|-----------------|
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 800 | D | \$ 49.27 | 129,477 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 49.28 | 129,077 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 500 | D | \$ 49.29 | 128,577 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 600 | D | \$ 49.3 | 127,977 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 400 | D | \$ 49.31 | 127,577 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.32 | 127,477 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.33 | 127,377 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.34 | 127,277 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.35 | 127,177 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 300 | D | \$ 49.36 | 126,877 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.37 | 126,777 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 200 | D | \$ 49.39 | 126,577 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.4 | 126,477 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.42 | 126,377 | D | |
| Common Stock | 07/23/2012 | <u>S⁽¹⁾</u> | 100 | D | \$ 49.43 | 126,277 | D | |
| Common Stock | | | | | | 21,950 ⁽²⁾ | I | By GRATs |
| Common Stock | | | | | | 14,506.7254 ⁽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)

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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. Price of Derivative Security (Instr. 5) | 9. Number of Derivative Securities Owned Following Transaction (Instr. 5) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--|---|

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

07/25/2012

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 23, 2012.
- (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 July 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.