

KIRCHENBAUER RONALD W
 Form 4
 November 21, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
 Washington, D.C. 20549

OMB APPROVAL

OMB Number: 3235-0287
 Expires: January 31, 2015
 Estimated average burden hours per response... 0.5

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 *
 KIRCHENBAUER RONALD W

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 124-223, 400 COLLINS ROAD
 NE

3. Date of Earliest Transaction (Month/Day/Year)
 11/19/2012

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)

Sr. VP, Human Resources

(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

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	11/19/2012		A	10,000	A \$ 30.39	32,479.3178 (1)	D
Common Stock	11/19/2012		S	9,000	D \$ 55	23,479.3178 (1)	D
Common Stock	11/19/2012		S	300	D \$ 55.01	23,179.3178 (1)	D
Common Stock	11/19/2012		S	300	D \$ 55.02	22,879.3178 (1)	D
Common Stock	11/19/2012		S	400	D \$ 55.03	22,479.3178 (1)	D

Edgar Filing: KIRCHENBAUER RONALD W - Form 4

Common Stock	11/19/2012	S	504	D	\$ 54.748	21,975.3178 (1)	D	
Common Stock	11/19/2012	S	300	D	\$ 54.75	21,675.3178 (1)	D	
Common Stock	11/19/2012	S	800	D	\$ 54.751	20,875.3178 (1)	D	
Common Stock	11/19/2012	S	100	D	\$ 54.752	20,775.3178 (1)	D	
Common Stock	11/19/2012	S	510	D	\$ 54.758	20,265.3178 (1)	D	
Common Stock						2,769.7581 (2)	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. Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 30.39	11/19/2012		M	10,000	(4) 11/21/2018	Common Stock	10,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
KIRCHENBAUER RONALD W M/S 124-223 400 COLLINS ROAD NE			Sr. VP, Human Resources	

CEDAR RAPIDS, IA 52498-0001

Signatures

Joshua A. Mullin,
Attorney-in-Fact

11/21/2012

__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 November 2, 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 November 1, 2012.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options became exercisable in three equal 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.