ROCKWELL COLLINS INC

Form 4

Stock

December 03, 2012

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMI								OMB APPROVAL				
FORIV	4 UNITED STATE		RITIES A shington,			NGE C	COMMISSION	OMB Number:	3235-0287			
Check thi if no long subject to Section 1 Form 4 or Form 5 obligation may cont See Instruction 1(b).	STATEMENT (6. r Filed pursuant to Section 17(a) of the sinue.	OF CHAN Section 1	GES IN 1 SECUR 6(a) of the tility Hold	BENEF: ITIES e Securit	ICIA	Exchang y Act of	e Act of 1934, f 1935 or Section	Expires: Estimated a burden hou response				
(Print or Type F	Responses)											
1. Name and A MATTAI N	Symbol	r Name and WELL CC				5. Relationship of Reporting Person(s) to Issuer						
(Last)		f Earliest Tr		1110	[COL]	(Check all applicable)						
M/S 124-22. NE	(Month/D	Day/Year)	ansaction			Director 10% Owner Other (specify below) Sr VP, Engineering and Tech						
CEDAR RA		endment, Da nth/Day/Year	_	1		6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting						
	PIDS, IA 52498-0001						Person					
(City)	(State) (Zip)	Tabl	le I - Non-D	erivative	Secur	rities Acq	uired, Disposed of	, or Beneficial	ly Owned			
1.Title of Security (Instr. 3)	2. Transaction Date 2A. De (Month/Day/Year) Execut any (Month		3. Transaction Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D) 5) Price	5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)				
Common Stock	11/29/2012		S	3,467	D	\$ 56.21	1,937	D				
Common Stock							5,242.3453 (1)	I	By Savings Plan			
Common Stock							710 (2)	I	By IRA			
Common							8,451.5019	I	By Spouse's			

(1)

Savings Plan

Common Stock

644.349 (3)

I

Spouse

(9-02)

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

Persons who respond to the collection of SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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)	4. Transact Code (Instr. 8)	5. ionNumber of Derivativ Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	Expiration Date (Month/Day/Year)		le and int of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secun Bene Own Follo Repo Trans (Instr
			Code V	7 (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

Reporting Owners

Relationships Reporting Owner Name / Address

> Director 10% Owner Officer Other

MATTAI NAN M/S 124-223 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

Sr VP, Engineering and Tech

Signatures

Gary R. Chadick, Attorney-in-Fact

11/30/2012

**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).
- 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.
- Shares rolled over into a self-directed IRA.

Reporting Owners 2

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(3) 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.

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.