JONES CLAYTON M

Form 4 May 02, 2013

# FORM 4

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

**OMB APPROVAL** OMB 3235-0287

Check this box if no longer

Number: January 31, Expires:

2005

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue. See Instruction

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

1(b).

(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		
(Last)	(Last) (First) (Middle		3. Date of Earliest Transaction	(Check all applicable)		
M/S 124-323, 4 NE	, ,		(Month/Day/Year) 04/30/2013	_X_ Director 10% Owner _X_ Officer (give title Other (specify below) Chairman and CEO		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CEDAR RAPIDS, IA 52498-0001			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			5. Amount of Securities Beneficially Owned Following Reported	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	Transaction(s) (Instr. 3 and 4)		
Common Stock	04/30/2013		M	26,000	A	\$ 27.97	178,040	D	
Common Stock	04/30/2013		S <u>(1)</u>	26,000	D	\$ 63	152,040	D	
Common Stock							21,950 (2)	I	By GRATs
Common Stock							14,887.1081 (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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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. Transacti Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed or (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Yea Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Underlying S (Instr. 3 and	Securities
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Employee Stock Option (Right to Buy) (4)	\$ 27.97	04/30/2013		M	26,000	(5)	11/06/2013	Common Stock	26,000

## **Reporting Owners**

**CEDAR RAPIDS, IA 52498-0001** 

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
JONES CLAYTON M							
M/S 124-323 400 COLLINS ROAD NE	X		Chairman and CEO				

# **Signatures**

Gary R. Chadick, Attorney-in-Fact 05/02/2013

\*\*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 March 15, 2013.
- (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 April 1, 2013.

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- (4) Employee stock options granted pursuant to the Company's stock based plans.
- (5) The options became exercisable in three substantially equal installments on November 6, 2004, 2005 and 2006.

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.