

ROCKWELL COLLINS INC  
Form 4  
May 13, 2013

**FORM 4**

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

OMB APPROVAL

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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 \*  
**MATTAINAN**

(Last) (First) (Middle)

**M/S 124-223, 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)  
**05/09/2013**

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)

Sr VP, Engineering and Tech

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)
			Code	V	Amount	(D)	Price
Common Stock	05/09/2013		M		21,300	A	\$ 30.39 23,237
Common Stock	05/09/2013		S		100	D	\$ 65.19 23,137
Common Stock	05/09/2013		S		200	D	\$ 65.185 22,937
Common Stock	05/09/2013		S		300	D	\$ 65.18 22,637
Common Stock	05/09/2013		S		559	D	\$ 65.17 22,078

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Common Stock	05/09/2013	S	500	D	\$ 65.165	21,578	D
Common Stock	05/09/2013	S	200	D	\$ 65.16	21,378	D
Common Stock	05/09/2013	S	1,100	D	\$ 65.155	20,278	D
Common Stock	05/09/2013	S	1,100	D	\$ 65.15	19,178	D
Common Stock	05/09/2013	S	1,400	D	\$ 65.145	17,778	D
Common Stock	05/09/2013	S	400	D	\$ 65.14	17,378	D
Common Stock	05/09/2013	S	500	D	\$ 65.13	16,878	D
Common Stock	05/09/2013	S	600	D	\$ 65.125	16,278	D
Common Stock	05/09/2013	S	1,100	D	\$ 65.12	15,178	D
Common Stock	05/09/2013	S	100	D	\$ 65.1175	15,078	D
Common Stock	05/09/2013	S	1,500	D	\$ 65.115	13,578	D
Common Stock	05/09/2013	S	800	D	\$ 65.11	12,778	D
Common Stock	05/09/2013	S	200	D	\$ 65.105	12,578	D
Common Stock	05/09/2013	S	4,100	D	\$ 65.1	8,478	D
Common Stock	05/09/2013	S	300	D	\$ 65.095	8,178	D
Common Stock	05/09/2013	S	1,075	D	\$ 65.09	7,103	D
Common Stock	05/09/2013	S	100	D	\$ 65.085	7,003	D
Common Stock	05/09/2013	S	100	D	\$ 65.08	6,903	D
Common Stock	05/09/2013	S	100	D	\$ 65.075	6,803	D
Common Stock	05/09/2013	S	100	D	\$ 65.07	6,703	D
	05/09/2013	S	400	D	\$ 65.065	6,303	D

Common Stock									
Common Stock	05/09/2013		S	2,066	D	\$ 65.06	4,237	D	
Common Stock							5,369.3201 <u>(1)</u>	I	By Savings Plan
Common Stock							710 <u>(2)</u>	I	By IRA
Common Stock							0.349 <u>(5)</u>	I	Spouse

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

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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. Amount or Number of Shares
Stock Option (Right to Buy) <u>(3)</u>	\$ 30.39	05/09/2013		M	21,300	<u>(4)</u> 11/21/2018	Common Stock	21,300

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	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

05/13/2013

\_\_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) 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 May 1, 2013.
- (2) Shares held in a self-directed IRA.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options are currently exercisable.
- (5) Shares acquired under the Company's employee stock purchase plan.

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