ABZUG BARRY M Form 4

FORM 4

May 17, 2013

OMB APPROVAL

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

Washington, D.C. 20549

January 31, Expires: 2005

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 Ad ABZUG BAI	•	orting Person *	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ROCKWELL COLLINS INC [COL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
M/S 124-303, 400 COLLINS ROAD NE			05/15/2013	X Officer (give title Other (specified below) Sr. VP, Corporate Development		
	(Street)		4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
CEDAR RAI	PIDS, IA 52	2498-0001	Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting Person		
(City)	(State)	(Zip)	Table I - Non-Derivative Securities Acq	uired, Disposed of, or Beneficially Owned		

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	· /		of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
Common Stock	05/15/2013		Code V M	Amount 19,500	or (D)	Price \$ 36.55	(Instr. 3 and 4) 30,745.8982 (1)	D	
Common Stock	05/15/2013		S(5)	16,765	D	\$ 66.6	13,980.8982 (1)	D	
Common Stock							2,274.2929 (2)	I	By Savings Plan

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

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displays a currently valid OMB control

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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Derivative Expiration Date Securities (Month/Day/Year) Acquired (A) or Disposed of (D) (Instr. 3, 4,		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 36.55	05/15/2013		M	19,500	<u>(4)</u>	11/02/2014	Common Stock	19,500

Reporting Owners

Reporting Owner Name / Address	Kelationships						
	Director	10% Owner	Officer	Other			
ABZUG BARRY M			Sr. VP.				
M/S 124-303		,					
400 COLLINS ROAD NE			Corporate				
CEDAR RAPIDS, IA 52498-0001			Development				

Signatures

Gary R. Chadick, 05/17/2013 Attorney-in-Fact

**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).
- Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan **(1)** Administrator as of May 1, 2013.
- Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic **(2)** basis pursuant to the Plan, based on information furnished by the Plan Administrator as of May 1, 2013.
- Stock options granted pursuant to the Company's stock based plans. **(3)**
- The options are currently exercisable.
- The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 10, **(5)**

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, see Instruction 6 for procedure.

Reporting Owners 2

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