

JONES CLAYTON M
Form 4
May 29, 2013

FORM 4

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

OMB APPROVAL

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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 *
JONES CLAYTON M

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 124-323, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction (Month/Day/Year)
05/24/2013

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman and CEO

(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

(City) (State) (Zip)

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	(A) or (D)	Price	
Common Stock	05/24/2013		M		78,000	A	\$ 27.97 230,040	D
Common Stock	05/24/2013		S(1)		200	D	\$ 65.53 229,840	D
Common Stock	05/24/2013		S(1)		400	D	\$ 65.55 229,440	D
Common Stock	05/24/2013		S(1)		500	D	\$ 65.59 228,940	D
Common Stock	05/24/2013		S(1)		300	D	\$ 65.6 228,640	D

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Common Stock	05/24/2013	<u>S(1)</u>	900	D	\$ 65.61	227,740	D	
Common Stock	05/24/2013	<u>S(1)</u>	1,084	D	\$ 65.62	226,656	D	
Common Stock	05/24/2013	<u>S(1)</u>	993	D	\$ 65.63	225,663	D	
Common Stock	05/24/2013	<u>S(1)</u>	887	D	\$ 65.64	224,776	D	
Common Stock	05/24/2013	<u>S(1)</u>	2,300	D	\$ 65.65	222,476	D	
Common Stock	05/24/2013	<u>S(1)</u>	3,200	D	\$ 65.66	219,276	D	
Common Stock	05/24/2013	<u>S(1)</u>	200	D	\$ 65.665	219,076	D	
Common Stock	05/24/2013	<u>S(1)</u>	1,928	D	\$ 65.67	217,148	D	
Common Stock	05/24/2013	<u>S(1)</u>	3,873	D	\$ 65.68	213,275	D	
Common Stock	05/24/2013	<u>S(1)</u>	2,100	D	\$ 65.69	211,175	D	
Common Stock	05/24/2013	<u>S(1)</u>	753	D	\$ 65.7	210,422	D	
Common Stock	05/24/2013	<u>S(1)</u>	200	D	\$ 65.71	210,222	D	
Common Stock	05/24/2013	<u>S(1)</u>	11	D	\$ 65.72	210,211	D	
Common Stock	05/24/2013	<u>S(1)</u>	200	D	\$ 65.73	210,011	D	
Common Stock	05/24/2013	<u>S(1)</u>	500	D	\$ 65.74	209,511	D	
Common Stock	05/24/2013	<u>S(1)</u>	800	D	\$ 65.75	208,711	D	
Common Stock	05/24/2013	<u>S(1)</u>	1,200	D	\$ 65.76	207,511	D	
Common Stock	05/24/2013	<u>S(1)</u>	2,119	D	\$ 65.77	205,392	D	
Common Stock						14,887.5444 <u>(2)</u>	I	By Savings Plan
Common Stock						21,950 <u>(3)</u>	I	By GRATs

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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.

(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.

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