

ROCKWELL COLLINS INC
Form 4
July 25, 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 *
SHAVERS CHERYL L

(Last) (First) (Middle)

400 COLLINS ROAD NE, M/S
124-323

(Street)

CEDAR RAPIDS, IA 52498

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ROCKWELL COLLINS INC [COL]

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

07/23/2013

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)

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 Ownership (Instr. 4)
				(A) or (D) Code V Amount (D) Price			
Common Stock	07/23/2013		M	2,500 A \$ 32.91	18,004.696 (1)	D	
Common Stock	07/23/2013		S	2,127 D \$ 70.7141	15,877.696	D	
Common Stock	07/23/2013		S	373 D \$ 70.6601	15,504.696	D	
Common Stock					4,632 (2)	D	

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

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(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. 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) ⁽³⁾	\$ 32.91	07/23/2013		M	2,500	⁽⁴⁾ 02/10/2014	Common Stock	2,500

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SHAVERS CHERYL L 400 COLLINS ROAD NE M/S 124-323 CEDAR RAPIDS, IA 52498	X			

Signatures

Gary R. Chadick,
Attorney-in-Fact

07/25/2013

 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) Includes restricted stock units and dividend equivalents issued quarterly on the restricted stock units.
- (2) Restricted shares that were delivered as compensation for services as Director. The restricted shares are held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (3) Director stock options granted pursuant to the Company's stock based plans.
- (4) The options vested in three substantially equal annual installments and are currently exercisable.

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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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