ROCKWELL COLLINS INC

Form 4 July 30, 2013

FORM 4

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

Check this box if no longer

subject to Section 16. Form 4 or

Form 5 obligations may continue.

See Instruction

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(b).

(Last)

1. Name and Address of Reporting Person * STURGELL ROBERT A

2. Issuer Name and Ticker or Trading Symbol

5. Relationship of Reporting Person(s) to

OMB APPROVAL

Estimated average

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3235-0287

January 31,

2005

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response...

Issuer

ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction

(Month/Day/Year) 07/29/2013

Director 10% Owner

(Check all applicable)

Other (specify _X__ Officer (give title below)

Sr. VP, Washington Operations 6. Individual or Joint/Group Filing(Check

Applicable Line)

X Form filed by One Reporting Person Form filed by More than One Reporting

Person

1300 WILSON BLVD., SUITE 200

(Street)

(First)

(Middle)

4. If Amendment, Date Original Filed(Month/Day/Year)

ARLINGTON, VA 22209

(City)	(State) (Zip) Table	e I - Non-D	erivative	Secur	ities Acqu	uired, Disposed of	f, or Beneficial	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	etion Date 2A. Deemed Pay/Year) Execution Date, if any (Month/Day/Year)		4. Securities Acquired n(A) or Disposed of (D) (Instr. 3, 4 and 5)			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	07/29/2013		M	2,400	A	\$ 55.01	5,803.623 (1)	D	
Common Stock	07/29/2013		S	495	D	\$ 70.43	5,308.623 (1)	D	
Common Stock	07/29/2013		S	700	D	\$ 70.42	4,608.623 <u>(1)</u>	D	
Common Stock	07/29/2013		S	402	D	\$ 70.41	4,206.623 <u>(1)</u>	D	
Common Stock	07/29/2013		S	503	D	\$ 70.4	3,703.623 (1)	D	

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Common Stock	07/29/2013	S	300	D	\$ 70.39	3,403.623 (1)	D		
Common Stock						2,663.4893 (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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Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

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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. 5. Number Transaction Derivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4,		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	and 5) (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (3)	\$ 55.01	07/29/2013		M	2,400	<u>(4)</u>	11/14/2021	Common Stock	2,400

Reporting Owners

**Signature of Reporting Person

Reporting Owner Name / Address	Relationships						
coporting of the rame, reduces	Director	10% Owner	Officer	Other			
STURGELL ROBERT A 1300 WILSON BLVD. SUITE 200 ARLINGTON, VA 22209			Sr. VP, Washington Operations				
Signatures							
Gary R. Chadick, Attorney-in-Fact		07/30/2013					

Date

Reporting Owners 2

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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 shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of July 1, 2013.
- (2) 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 July 1, 2013.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options vest in three substantially equal annual installments beginning 11/14/2012.

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.