

ROCKWELL COLLINS INC
Form 4
July 31, 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)
07/30/2013

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 (A) or (D) Price			
Common Stock	07/30/2013		M	10,600 A \$ 44.85	12,537	D	
Common Stock	07/30/2013		S	6,996 D \$ 70.44	5,541	D	
Common Stock	07/30/2013		S	500 D \$ 70.6	5,041	D	
Common Stock	07/30/2013		S	304 D \$ 70.56	4,737	D	
Common Stock	07/30/2013		S	100 D \$ 70.55	4,637	D	

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Common Stock	07/30/2013	S	800	D	\$ 70.54	3,837	D	
Common Stock	07/30/2013	S	100	D	\$ 70.51	3,737	D	
Common Stock	07/30/2013	S	700	D	\$ 70.5	3,037	D	
Common Stock	07/30/2013	S	900	D	\$ 70.49	2,137	D	
Common Stock	07/30/2013	S	200	D	\$ 70.61	1,937	D	
Common Stock						5,440.3978 (1)	I	By Savings Plan
Common Stock						710 (2)	I	By IRA

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) (3)	\$ 44.85	07/30/2013		M	10,600	(4) 11/17/2015	Common Stock	10,600

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

MATTAINAN
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

07/31/2013

__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 July 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.

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.