

ROCKWELL COLLINS INC
Form 4
December 17, 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 *
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)

3. Date of Earliest Transaction (Month/Day/Year)
12/13/2013

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

M/S 124-323, 400 COLLINS ROAD NE

(Street)

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

CEDAR RAPIDS, IA 52498-0001

(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)
				(A) or (D)	Price		
Common Stock	12/13/2013		S ⁽¹⁾	1,028 D	\$ 71.45	172,957	D
Common Stock	12/13/2013		S ⁽¹⁾	100 D	\$ 71.455	172,857	D
Common Stock	12/13/2013		S ⁽¹⁾	200 D	\$ 71.46	172,657	D
Common Stock	12/13/2013		S ⁽¹⁾	200 D	\$ 71.465	172,457	D
Common Stock	12/13/2013		S ⁽¹⁾	1,400 D	\$ 71.47	171,057	D

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Common Stock	12/13/2013	S ⁽¹⁾	300	D	\$ 71.48	170,757	D	
Common Stock	12/13/2013	S ⁽¹⁾	400	D	\$ 71.49	170,357	D	
Common Stock	12/13/2013	S ⁽¹⁾	100	D	\$ 71.5	170,257	D	
Common Stock	12/13/2013	S ⁽¹⁾	100	D	\$ 71.51	170,157	D	
Common Stock	12/13/2013	S ⁽¹⁾	100	D	\$ 71.5176	170,057	D	
Common Stock	12/13/2013	S ⁽¹⁾	100	D	\$ 71.53	169,957	D	
Common Stock						14,996.5093 ⁽²⁾	I	By Savings Plan
Common Stock						21,950 ⁽³⁾	I	By GRATs

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

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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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. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares

Reporting Owners

Reporting Owner Name / Address

Relationships

Director 10% Owner Officer Other

Reporting Owners

JONES CLAYTON M
M/S 124-323
400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498-0001

X

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

12/16/2013

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 13, 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 December 1, 2013.
- (3) Indirectly owned by reporting person who serves as trustee of grantor retainer annuity trusts (GRATs). The GRATs hold shares originally contributed by the reporting person.

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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