ROCKWELL COLLINS INC

Form 4

February 09, 2015

FORM 4

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

OMB Number:

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Check this box if no longer

January 31, Expires: 2005

OMB APPROVAL

subject to Section 16. Form 4 or Form 5

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

Estimated average burden hours per response...

obligations may continue.

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

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CARBONE ANTHONY J

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

Symbol

ROCKWELL COLLINS INC [COL]

(Check all applicable)

(Last)

(City)

(First) (Middle) 3. Date of Earliest Transaction

X_ Director

Officer (give title

10% Owner Other (specify

400 COLLINS ROAD NE, M/S

(Street)

124-323

4. If Amendment, Date Original

6. Individual or Joint/Group Filing(Check

Filed(Month/Day/Year)

(Month/Day/Year)

02/05/2015

Applicable Line)

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

below)

CEDAR RAPIDS, IA 52498

(State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1.Title of 2. Transaction Date 2A. Deemed Security (Month/Day/Year) Execution Date, if (Instr. 3) (Month/Day/Year)

3. 4. Securities TransactionAcquired (A) or Code Disposed of (D) (Instr. 8) (Instr. 3, 4 and 5)

5. Amount of 6. Ownership 7. Nature of Securities Form: Direct Indirect Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported

D

(A) or Code V (D) Amount

Transaction(s) (Instr. 3 and 4)

Common 02/05/2015 Stock

\$0 $A^{(1)}$ 1,833 (1)

36,726.999 ⁽²⁾ D

Common

 $25,075 \frac{(3)}{}$

Stock

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

Price

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SEC 1474 (9-02)

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	2. Conversion	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if	4. Transacti	5. orNumber	6. Date Exerc Expiration D		7. Title Amount		8. Price of Derivative	9. Nu Deriv
Security (Instr. 3)	or Exercise Price of Derivative Security	(Month/Day/Tear)	any (Month/Day/Year)	Code (Instr. 8)	of	(Month/Day/		Underly Securiti (Instr. 3	ying ies	Security (Instr. 5)	Secur Bene Owne Follo Repo Trans (Instr
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title N	Amount or Number of Shares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
• 0	Director	10% Owner	Officer	Other			
CARBONE ANTHONY J 400 COLLINS ROAD NE M/S 124-323 CEDAR RAPIDS, IA 52498	X						

Signatures

Vaughn M.

Klopfenstein 02/09/2015 Date

**Signature of Reporting Person

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).
- Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors.
- (2) Includes dividend equivalents issued quarterly on the restricted stock units.
- 11,984 of these shares are restricted shares and 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.

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.

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