

ROCKWELL COLLINS INC
Form 4
March 12, 2015

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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 *
STATLER KENT L

(Last) (First) (Middle)

M/S 124-123, 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)

03/10/2015

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)
ExecVP and COO, Commercial Sys

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 | Price | | |
| Common Stock | 03/10/2015 | | M ⁽¹⁾ | | 2,229 | \$ 44.85 | A 39,230.815 (2) | D |
| Common Stock | 03/10/2015 | | M ⁽¹⁾ | | 10,600 | \$ 74.05 | A 49,830.815 (2) | D |
| Common Stock | 03/10/2015 | | M ⁽¹⁾ | | 3,290 | \$ 30.39 | A 53,120.815 (2) | D |
| Common Stock | 03/10/2015 | | M ⁽¹⁾ | | 1,726 | \$ 57.92 | A 54,846.815 (2) | D |
| Common Stock | 03/10/2015 | | S ⁽¹⁾ | | 17,845 | \$ 92.03 (3) | D 37,001.815 (2) | D |

| | | | |
|-----------------|--------------------------|---|-----------------------|
| Common Stock | 4,463.3597 <u>(4)</u> | I | By Savings Plan |
|-----------------|--------------------------|---|-----------------------|

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.

SEC 1474
(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) ⁽⁵⁾ | \$ 44.85 | 03/10/2015 | | M | 2,229 | ⁽⁶⁾ 11/17/2015 | Common Stock | 2,229 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 57.92 | 03/10/2015 | | M | 1,726 | ⁽⁶⁾ 11/09/2016 | Common Stock | 1,726 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 74.05 | 03/10/2015 | | M | 10,600 | ⁽⁶⁾ 11/13/2017 | Common Stock | 10,600 |
| Stock Option (Right to Buy) ⁽⁵⁾ | \$ 30.39 | 03/10/2015 | | M | 3,290 | ⁽⁶⁾ 11/21/2018 | Common Stock | 3,290 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|--------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| STATLER KENT L M/S 124-123 | | | ExecVP and COO, Commercial Sys | |

400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498-0001

Signatures

Vaughn M.
Klopfenstein

03/12/2015

**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 transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 5, 2015.
 - (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of March 3, 2015.

The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$91.64 to \$92.54, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, or other appropriate persons, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
 - (3) 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 March 2, 2015.
 - (4) Employee stock options granted pursuant to the Company's stock based plans.
 - (5) 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.