ROCKWELL COLLINS INC

Form 4

September 19, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

OMB Number:

3235-0287

Expires:

January 31, 2005

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SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934,

Person

obligations may continue. See Instruction

Section 17(a) of the Public Utility Holding Company Act of 1935 or Section 30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CHIUSANO ROBERT M | | | 2. Issuer Name and Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer | | | |
|---|----------|-----------|--|---|--|--|--|
| | | | ROCKWELL COLLINS INC [COL] | (Check all applicable) | | | |
| (Last) | (First) | (Middle) | 3. Date of Earliest Transaction | | | | |
| | | | (Month/Day/Year) | Director 10% Owner | | | |
| M/S 124-123, 400 COLLINS ROAD NE | | LINS ROAD | 09/16/2005 | X Officer (give title Other (specify below) ExecVP and COO, Commercial Sys | | | |
| | (Street) | | 4. If Amendment, Date Original | 6. Individual or Joint/Group Filing(Check | | | |
| | | | Filed(Month/Day/Year) | Applicable Line) _X_ Form filed by One Reporting Person | | | |
| CEDAD DADIDO LA 52409 0001 | | | | Form filed by More than One Reporting | | | |

CEDAR RAPIDS, IA 52498-0001

(Ctota)

| (City) | (State) | (Zip) Tab | le I - Non-l | Derivative | Secur | ities Acqu | uired, Disposed of | , or Beneficiall | y Owned |
|--------------------------------------|---|---|--|------------|---|-------------|--|--|---------|
| 1.Title of Security (Instr. 3) | 2. Transaction Date (Month/Day/Year) | 2A. Deemed Execution Date, if any (Month/Day/Year) | 3. Transactic Code (Instr. 8) | | ties Acquired isposed of (D) 4 and 5) (A) or | | 5. Amount of Securities Beneficially Owned Following Reported Transaction(s) (Instr. 3 and 4) | 6. 7. Nature Ownership Indirect Form: Direct Beneficia (D) or Ownershi Indirect (I) (Instr. 4) | |
| Common Stock | 09/16/2005 | | M | 59,780 | A | \$ 20.97 | 61,088.2569 (1) | D | |
| Common Stock | 09/16/2005 | | S | 5,036 | D | \$ 48.27 | 56,052.2569 (1) | D | |
| Common Stock | 09/16/2005 | | S | 1,400 | D | \$ 48.25 | 54,652.2569 (1) | D | |
| Common Stock | 09/16/2005 | | S | 3,000 | D | \$ 48.21 | 51,652.2569 (1) | D | |
| Common Stock | 09/16/2005 | | S | 900 | D | \$ 48.2 | 50,752.2569 (1) | D | |

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| Common Stock | 09/16/2005 | S | 4,000 | D | \$ 48.19 | 46,752.2569 (1) | D | |
|-----------------|------------|---|--------|---|-------------|--------------------|---|-------------------------|
| Common Stock | 09/16/2005 | S | 4,000 | D | \$ 48.18 | 52,752.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 1,100 | D | \$ 48.16 | 41,652.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 2,700 | D | \$ 48.15 | 38,952.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 1,900 | D | \$ 48.14 | 37,052.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 100 | D | \$ 48.13 | 36,952.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 4,544 | D | \$ 48.12 | 32,408.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 1,900 | D | \$ 48.11 | 30,508.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 13,400 | D | \$ 48.1 | 17,108.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 5,800 | D | \$ 48.08 | 11,308.2569 (1) | D | |
| Common Stock | 09/16/2005 | S | 10,000 | D | \$ 48.06 | 1,308.2569 (1) | D | |
| Common Stock | | | | | | 10,154 | I | By spouse's trust |
| Common Stock | | | | | | 4,049.9294 (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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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 | 2. | 3. Transaction Date | 3A. Deemed | 4. | 5. Number of | 6. Date Exercisable and | 7. Title and Amount of | |
|-------------|-------------|---------------------|--------------------|------------|----------------|-------------------------|------------------------|--|
| Derivative | Conversion | (Month/Day/Year) | Execution Date, if | Transactio | orDerivative | Expiration Date | Underlying Securities | |
| Security | or Exercise | | any | Code | Securities | (Month/Day/Year) | (Instr. 3 and 4) | |
| (Instr. 3) | Price of | | (Month/Day/Year) | (Instr. 8) | Acquired (A) | | | |
| | Derivative | | | | or Disposed of | | | |
| | Security | | | | (D) | | | |
| | | | | | (Instr. 3, 4, | | | |
| | | | | | and 5) | | | |
| | | | | | | | | |

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| | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
|--------------------------------------|----------|------------|------|---|-----|--------|---------------------|--------------------|-----------------|-------------------------------------|
| Stock Option (Right to Buy) | \$ 20.97 | 09/16/2005 | M | | | 59,780 | (3) | 09/11/2012 | Common Stock | 59,780 |

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHIUSANO ROBERT M M/S 124-123 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

ExecVP and COO, Commercial Sys

Signatures

/s/ Gary R. Chadick, Attorney-in-Fact 09/19/2005

**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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of June 1, 2005.
- (2) Shares represented by Company stock fund units under the Rockwell Collins, Inc. 2001 qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of June 1, 2005.
- (3) The options vested in installments and are currently exercisable.
- (4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Long-Term Incentives Plan.

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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