#### **ROCKWELL COLLINS INC**

Form 4

February 08, 2006

## FORM 4

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

**OMB** 3235-0287 Number:

Check this box if no longer subject to Section 16.

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

January 31, Expires: 2005

0.5

**OMB APPROVAL** 

Form 4 or Form 5 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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

Stock

Stock

Common

(Print or Type Responses)

1. Name and Address of Reporting Person * BEALL DONALD R			2. Issuer Name <b>and</b> 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)	X Director 10% Owner		
5 SAN JOAQUIN PLAZA, SUITE 320 (Street)			02/06/2006	Officer (give title below) Other (specify below)		
			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 Form filed by More than One Reporting		
NEWPORT BEACH, CA 92660				Person		

(City)	(State)	(Zip) Tab	ole I - Non-	Derivative	Secu	rities Acqui	red, Disposed of,	or Beneficially	y 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. Securit our Dispos (Instr. 3, 4	ed of	` ′	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)
Common Stock	02/06/2006		M	26,974	A	\$ 27.8729	143,403	I	Trustee - Family Trust
Common Stock	02/06/2006		S(1)	26,974	D	\$ 50	116,429	I	Trustee - Family Trust
Common	02/07/2006		A(2)	1,500	A	<u>(2)</u>	1,500	D	

I

D

21,381 (3)

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Common 64,114,8838 By Stock 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 SEC 1474 information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

(9-02)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Conversion Security or Exercise (Instr. 3) Price of Derivative Security		3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any (Month/Day/Year)	4. Transactic Code (Instr. 8)	5. Number of or 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)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 27.8729	02/06/2006		M	26,974	<u>(5)</u>	12/09/2006	Common Stock	26,974

### **Reporting Owners**

Relationships Reporting Owner Name / Address 10% Owner Officer Other Director BEALL DONALD R 5 SAN JOAQUIN PLAZA, SUITE 320 X NEWPORT BEACH, CA 92660

## **Signatures**

/s/ Gary R. Chadick, 02/08/2006 Attorney-in-Fact

\*\*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.
- Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be **(2)** issued promptly after departure from the Board of Directors.

Reporting Owners 2

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- (3) Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (4) Shares represented by Company stock fund units under the Rockwell Automation, Inc. (ROK) salaried retirement savings plan, based on information provided by the Plan Administrator as of December 1, 2005.
- (5) Options are currently exercisable.
- (6) Stock options granted under the Company's stock based plans.

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.