ROCKWELL COLLINS INC

Form 4

December 20, 2007

FORM 4

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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3235-0287

January 31,

2005

0.5

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

Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940

See Instruction 1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading KIRCHENBAUER RONALD W Issuer Symbol ROCKWELL COLLINS INC [COL] (Check all applicable) (Last) (First) (Middle) 3. Date of Earliest Transaction (Month/Day/Year) Director 10% Owner Other (specify _X__ Officer (give title M/S 124-223, 400 COLLINS ROAD 12/18/2007 below) NE Sr. VP, Human Resources (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 Form filed by More than One Reporting **CEDAR RAPIDS, IA 52498-0001** Person

(City)	(State)	(Zip) Tabl	e I - Non-L	Derivative	Secui	ities Acq	uired, Disposed of	f, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. 4. Securities Acquired Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5) (Instr. 8)			d of (D)	5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	12/18/2007		M	724	A	\$ 27.97	12,092.3178 (1)	D	
Common Stock	12/18/2007		F	281	D	\$ 71.95	11,811.3178 (1)	D	
Common Stock	12/18/2007		M	2,734	A	\$ 36.55	14,545.3178 (1)	D	
Common Stock	12/18/2007		F	1,388	D	\$ 71.95	13,157.3178 (1)	D	
Common Stock	12/18/2007		M	743	A	\$ 44.85	13,900.3178 (1)	D	

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Common Stock	12/18/2007	F	463	D	\$ 71.95	13,437.3178 (1)	D	
Common Stock	12/18/2007	M	575	A	\$ 57.92	14,012.3178 (1)	D	
Common Stock	12/18/2007	F	462	D	\$ 71.95	13,550.3178 (1)	D	
Common Stock						1,178.9637 (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 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. 5. Number Transaction Derivative Code Securities (Instr. 8) 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
Employee Stock Option (Right to Buy)	\$ 27.97	12/18/2007		M	724	(3)	11/06/2013	Common Stock	724
Employee Stock Option (Right to Buy)	\$ 36.55	12/18/2007		M	2,734	(3)	11/02/2014	Common Stock	2,734
Employee Stock Option (Right to Buy)	\$ 44.85	12/18/2007		M	743	(3)	11/17/2015	Common Stock	743
3 /	\$ 57.92	12/18/2007		M	575	(3)	11/09/2016		575

Employee Common Stock Stock
Option
(Right to

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

KIRCHENBAUER RONALD W M/S 124-223 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

Sr. VP, Human Resources

Signatures

Buy)

/s/ Gary R. Chadick, 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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of December 1, 2007.
- (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 December 1, 2007.
- (3) Options are currently exercisable.
- (4) Employee stock options granted pursuant to 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.

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