ROCKWELL COLLINS INC

Form 4

November 25, 2008

FORM	1 4								_	PPROVAL	
	UNITEDS	STATES		ITIES Al hington, l			NGE (COMMISSION	OMB Number:	3235-0287	
if no long subject to Section 1 Form 4 o Form 5 obligation may cont	STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES in 4 or in 5 gations continue. Instruction 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							Expires: Estimated a burden hou response	ırs per		
(Print or Type I	Responses)										
Hogle Walter S Jr Symbol			Symbol					5. Relationship of Reporting Person(s) to Issuer			
(Last)	(First) (M	liddle)	ROCKWELL COLLINS INC [COL] 3. Date of Earliest Transaction				(Check all applicable)				
1300 WILSON BLVD., 2ND FLOOR			(Month/Day/Year) 11/21/2008					Director 10% Owner Selfont (give title Other (specify below) Sr. VP, International			
ARLINGTO	(Street) ON, VA 22209			ndment, Date th/Day/Year)	e Original					erson	
(City)		(Zip)	Table	I - Non-De	orivative S	lecuri	ties Ac	Person quired, Disposed o	f or Reneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any		3. Transactic Code (Instr. 8)	4. Securit nAcquired Disposed (Instr. 3,	ties (A) or of (D)		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	
Common Stock	11/21/2008			A	1,427 (1)	A	\$0	2,084.4249 (2)	D		
Common Stock								385.7957 <u>(3)</u>	I	By Savings Plan	
Reminder: Rep	ort on a separate line	for each c	lass of secur	rities benefic	cially own	ed dire	ectly or	indirectly.			
								ond to the collection		EC 1474	

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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 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 of TransactionDerivative 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
Stock Option (Right to Buy) (4)	\$ 30.39	11/21/2008		A	22,700	<u>(5)</u>	11/21/2018	Common Stock	22,700

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			

Hogle Walter S Jr 1300 WILSON BLVD. 2ND FLOOR ARLINGTON, VA 22209

Sr. VP, International

Dala4: amakim

Signatures

Vaughn M. Klopfenstein, 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).
 - Pursuant to a prior deferral election and upon the vesting of performance shares granted under the Company's Long-Term Incentives
- (1) Plans, performance shares were deferred into the Company's deferred compensation plan. Each such deferred performance share represents the right to receive a share of Common Stock in accordance with the deferral election.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of October 1, 2008.
- (3) 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 October 1, 2008.
- (4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.
- (5) The options vest in three substantially equal annual installments beginning 11/21/2009.

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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