ROCKWELL COLLINS INC

Form 4 June 24, 2011

FORM 4

OMB APPROVAL

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

OMB 3235-0287

2005

Check this box if no longer subject to Section 16.

Number: January 31, Expires:

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

Estimated average burden hours per response... 0.5

Form 4 or Form 5 obligations may continue. See Instruction

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

1(b).

Common

Stock

(Print or Type Responses)

			suer Name and Ticker or Trading ol	5. Relationship of Reporting Person(s) to Issuer		
		ROC	KWELL COLLINS INC [COL	(Check all applicable)		
(Last)	(First) (e of Earliest Transaction			
M/S 124-20 NE	03, 400 COLLIN		th/Day/Year) 2/2011	Director 10% Owner _X Officer (give title Other (specify below) Sr. VP, eBusiness		
	(Street)	4. If A	Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
		Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person		
CEDAR RAPIDS, IA 52498-0001				Form filed by More than One Reporting Person		
(City)	(State)	(Zip) T	Sable I - Non-Derivative Securities A	cquired, Disposed of, or Beneficially Owned		
1.Title of Security (Instr. 3)	2. Transaction Dat (Month/Day/Year)		Code (Instr. 3, 4 and 5)	Ownership Indirect Beneficially Form: Direct Beneficial Owned (D) or Ownership Following Indirect (I) (Instr. 4) Reported (Instr. 4) Transaction(s) (Instr. 3 and 4)		
Common Stock	06/22/2011		M 4,400 A \$ 22.3	₅ 12,950.707 (1) D		

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 (9-02)required to respond unless the form displays a currently valid OMB control number.

32,417.8992

(2)

By

Plan

Savings

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

8. I De

(In

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. Transactic Code (Instr. 8)	5. Number conf 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) (3)	\$ 22.35	06/22/2011		M	4,400	<u>(4)</u>	07/05/2011	Common Stock	4,400

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	
BESONG JOHN PAUL E					
M/S 124-203			Sr. VP,		
400 COLLINS ROAD NE			eBusiness		
CEDAR RAPIDS, IA 52498-0001					

Signatures

/s/ Gary R. Chadick, Attorney in Fact 06/24/2011

**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 6, 2011.
- (2) 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 April 1, 2011.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options became exercisable in three equal installments on July 5, 2002, 2003 and 2004.

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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