

ROCKWELL COLLINS INC
Form 8-K
May 11, 2011

SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

FORM 8-K

CURRENT REPORT

Pursuant to Section 13 or 15(d) of the
Securities Exchange Act of 1934

Date of Report (Date of earliest event reported):
May 11, 2011

Rockwell Collins, Inc.
(Exact name of registrant as specified in its charter)

Delaware
(State or other jurisdiction
of incorporation or organization)

001-16445
(Commission File Number)

52-2314475
(I.R.S. Employer
Identification No.)

400 Collins Road NE, Cedar Rapids, Iowa
(Address of principal executive offices)

52498
(Zip Code)

Registrant's telephone number, including area code: (319) 295-1000

Check the appropriate box below if the Form 8-K filing is intended to simultaneously satisfy the filing obligation of the registrant under any of the following provisions.

- Written communications pursuant to Rule 425 under the Securities Act (17 CFR 230.425)
 - Soliciting material pursuant to Rule 14a-12 under the Exchange Act (17 CFR 240.14a-12)
 - Pre-commencement communications pursuant to Rule 14d-2(b) under the Exchange Act (17 CFR 240.14d-2(b))
 - Pre-commencement communications pursuant to Rule 13e-4(c) under the Exchange Act (17 CFR 240.13e-4(c))
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INFORMATION TO BE INCLUDED IN THE REPORT

Item 5.07 Submission of Matters to a Vote of Security Holders.

At the Company's February 2011 annual meeting, our shareowners cast the greatest number of votes for an "annual" advisory say on pay vote. After taking into account that advisory shareowner vote, feedback from some of our larger shareowners and other considerations, our Board of Directors has decided that we will hold an annual advisory vote on the compensation of named executive officers until the next shareowner vote on the frequency of advisory say on pay voting. We are required to make this disclosure and to hold shareowner advisory votes on frequency of say on pay voting at least once every six years. We have not decided when the next vote on the frequency of say on pay will take place.

Signature

Pursuant to the requirements of the Securities Exchange Act of 1934, the Registrant has duly caused this report to be signed on its behalf by the undersigned, hereunto duly authorized.

ROCKWELL COLLINS, INC.
(Registrant)

Dated: May 11, 2011

By /s/ Gary R. Chadick
Gary R. Chadick
Senior Vice President,
General Counsel and Secretary