

ALLEN PATRICK E
Form 3
January 05, 2005

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting Person *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â ALLEN PATRICK E		(Month/Day/Year)	ROCKWELL COLLINS INC [COL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
M/S 124-318,Â 400 COLLINS ROAD NE			(Check all applicable)	
	(Street)		<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
			(give title below)	(specify below)
			Sr. VP and CFO	
			6. Individual or Joint/Group Filing(Check Applicable Line)	
			<input checked="" type="checkbox"/> Form filed by One Reporting Person	
			<input type="checkbox"/> Form filed by More than One Reporting Person	

CEDAR RAPIDS,Â IAÂ 52498-0001
(City) (State) (Zip)

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	3,179.4131 ⁽¹⁾	I	By Savings Plan
Common Stock	3,469.0048 ⁽²⁾	D	Â

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly. SEC 1473 (7-02)

Persons who respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB control number.

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

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Common Stock Share Equivalents ⁽³⁾	Â ⁽⁴⁾	Â ⁽⁴⁾	Common Stock	13.9354 ⁽⁵⁾	\$ 0 ⁽⁴⁾	I	By Supplemental Savings Plan
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	12/06/2005	Common Stock	718	\$ 22.0764	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	12/09/2006	Common Stock	673	\$ 27.8729	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	12/03/2007	Common Stock	4,721	\$ 24.8849	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	10/05/2008	Common Stock	9,241	\$ 16.9669	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	10/04/2009	Common Stock	6,897	\$ 32.613	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁸⁾	10/04/2009	Common Stock	3,449	\$ 32.613	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	10/02/2010	Common Stock	14,796	\$ 18.5972	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	07/05/2011	Common Stock	38,000	\$ 22.35	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁹⁾	09/11/2012	Common Stock	19,000	\$ 20.97	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽¹⁰⁾	11/06/2013	Common Stock	19,000	\$ 27.97	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽¹¹⁾	11/02/2014	Common Stock	49,000	\$ 36.55	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN PATRICK E M/S 124-318 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	Â	Â	Â Sr. VP and CFO	Â

Signatures

Patrick E. Allen 01/04/2005

 **Signature of Reporting Person

____ Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, *see* Instruction 5(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) 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 15, 2004.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of December 15, 2004.
- (3) Share equivalents represented by Company stock fund units credited under the COL 2001 nonqualified savings plan based on information furnished by the Plan Administrator as of December 15, 2004.
- (4) Payable in cash upon termination of employment.
The number of share equivalents represented by the balance of a participant's Company stock fund may vary from day to day due to
- (5) variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the supplemental plan.
- (6) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Stock Option Plan or its 2001 Long-Term Incentives Plan.
- (7) The options vested in three substantially equal annual installments and are currently exercisable.
Options become exercisable as to the total number of of option shares on the date on which the closing price of shares are reported on
- (8) the New York Stock Exchange--Composite Transactions shall have exceeded 150% of the Fair Market Value on October 4, 1999 for at least 20 consecutive trading days or if earlier on October 4, 2006.
- (9) 12,666 shares are currently exercisable; 6,334 shares become exercisable on September 11, 2005.
- (10) 6,332 shares are currently exercisable; 6,334 shares become exercisable on November 6, 2005; 6,334 shares become exercisable on November 6, 2006.
- (11) The options vest in three substantially equal annual installments beginning November 2, 2005.

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.