

STATLER KENT L
Form 4
February 04, 2005

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2005
Estimated average burden hours per response... 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, 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 *
STATLER KENT L

2. Issuer Name and Ticker or Trading Symbol
ROCKWELL COLLINS INC [COL]

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)
M/S 108-174, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction (Month/Day/Year)
02/03/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP, Operations

(Street)
CEDAR RAPIDS, IA 52498-0001

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

1. Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transaction Code (Instr. 8)	4. Securities Acquired (A) or Disposed of (D) (Instr. 3, 4 and 5)	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 Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/03/2005		M		5,152	A	\$ 32.61
Common Stock	02/03/2005		M		3,435	A	\$ 18.6
Common Stock	02/03/2005		M		4,400	A	\$ 22.35
Common Stock	02/03/2005		M		10,600	A	\$ 22.35
Common Stock	02/03/2005		M		7,488	A	\$ 20.97

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Common Stock	02/03/2005	M	2,518	A	\$ 23.68	34,870.8863 <u>(1)</u>	D	
Common Stock	02/03/2005	S	25,500	D	\$ 43	9,370.8863 <u>(1)</u>	D	
Common Stock	02/03/2005	S	800	D	\$ 43.05	8,570.8863 <u>(1)</u>	D	
Common Stock	02/03/2005	S	2,893	D	\$ 43.3	5,677.8863 <u>(1)</u>	D	
Common Stock						1,604.7829 <u>(2)</u>	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. Transaction Code (Instr. 8)	5. Number of 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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 32.61	02/03/2005		M	5,152	<u>(3)</u> 10/04/2009	Common Stock	5,152
Stock Option (Right to Buy)	\$ 18.6	02/03/2005		M	3,435	<u>(3)</u> 10/02/2010	Common Stock	3,435
Stock Option (Right to Buy)	\$ 22.35	02/03/2005		M	4,400	<u>(3)</u> 07/05/2011	Common Stock	4,400
Stock Option (Right to Buy)	\$ 22.35	02/03/2005		M	10,600	<u>(3)</u> 07/05/2011	Common Stock	10,600

