

ROCKWELL COLLINS INC
Form 4
February 17, 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

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

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 *
BEALL DONALD R

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)
5 CIVIC PLAZA, SUITE 320
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
02/15/2005

Director 10% Owner
 Officer (give title below) Other (specify below)

NEWPORT BEACH, CA 92660
(City) (State) (Zip)

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

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)	(A) or (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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	Price		
Common Stock	02/15/2005		M		31,835	\$ 22.0764	I	Trustee - Family Trust
Common Stock	02/15/2005		S		300	\$ 46.18	I	Trustee - Family Trust
Common Stock	02/15/2005		S		735	\$ 46.19	I	Trustee - Family Trust
Common Stock	02/15/2005		S		5,600	\$ 46.2	I	Trustee - Family Trust

Edgar Filing: ROCKWELL COLLINS INC - Form 4

Common Stock	02/15/2005	S	600	D	\$ 46.21	54,600	I	Trustee - Family Trust
Common Stock	02/15/2005	S	500	D	\$ 46.22	54,100	I	Trustee - Family Trust
Common Stock	02/15/2005	S	2,400	D	\$ 46.23	51,700	I	Trustee - Family Trust
Common Stock	02/15/2005	S	600	D	\$ 46.25	51,100	I	Trustee - Family Trust
Common Stock	02/15/2005	S	4,700	D	\$ 46.26	46,400	I	Trustee - Family Trust
Common Stock	02/15/2005	S	600	D	\$ 46.27	45,800	I	Trustee - Family Trust
Common Stock	02/15/2005	S	1,500	D	\$ 46.29	44,300	I	Trustee - Family Trust
Common Stock	02/15/2005	S	6,000	D	\$ 46.3	38,300	I	Trustee - Family Trust
Common Stock	02/15/2005	S	2,000	D	\$ 46.31	36,300	I	Trustee - Family Trust
Common Stock	02/15/2005	S	6,300	D	\$ 46.36	30,000	I	Trustee - Family Trust
Common Stock						64,305.4661 <u>(1)</u>	I	By Savings Plan
Common Stock						19,597 <u>(2)</u>	D	

Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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.

SEC 1474
(9-02)

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

Edgar Filing: ROCKWELL COLLINS INC - Form 4

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)	Amount or Number of Shares
Stock Option (Right to Buy) ⁽³⁾	\$ 22.0764	02/15/2005		M	31,835	⁽⁴⁾ 12/06/2005	Common Stock	31,835
Directors Stock Option (Right to Buy) ⁽⁵⁾	\$ 46.11	02/15/2005		A	5,000	⁽⁶⁾ 02/15/2015	Common Stock	5,000
Directors Stock Option (Right to Buy) ⁽⁵⁾	\$ 46.11	02/15/2005		G ⁽⁷⁾	V 5,000	⁽⁶⁾ 02/15/2015	Common Stock	5,000
Directors Stock Option (Right to Buy) ⁽⁵⁾	\$ 46.11	02/15/2005		G ⁽⁷⁾	V 5,000	⁽⁶⁾ 02/15/2015	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEALL DONALD R 5 CIVIC PLAZA, SUITE 320 NEWPORT BEACH, CA 92660	X			

Signatures

/s/ Gary R. Chadick,
Attorney-in-Fact

02/17/2005

Date

**Signature of Reporting Person

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) Shares represented by Company stock fund units under the Rockwell Automation, Inc. (ROK) salaried retirement savings plan, based on information provided by the Plan Administrator as of December 1, 2004.

Edgar Filing: ROCKWELL COLLINS INC - Form 4

- (2) Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (3) Stock options granted under the Company's stock based plans.
- (4) Options are currently exercisable.
- (5) Director stock options granted pursuant to the Directors Stock Plan.
- (6) The options vest in three equal annual installments beginning on February 15, 2006.
- (7) Gift to Beall Family Trust, for which the reporting person is a trustee.

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.