

ROCKWELL COLLINS INC
Form 4
July 18, 2005

FORM 4

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

OMB APPROVAL

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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 *
GREGORY HARRY L

(Last) (First) (Middle)
400 COLLINS ROAD NE
(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction (Month/Day/Year)
07/14/2005

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
Sr. VP and General Manager-CAS

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)	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	07/14/2005		M		3,059	A	\$ 32.613
Common Stock	07/14/2005		M		4,400	A	\$ 22.35
Common Stock	07/14/2005		M		3,178	A	\$ 20.97
Common Stock	07/14/2005		M		1,191	A	\$ 27.97
Common Stock							2,064.9354 (2)

By Savings Plan

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Common
Stock

749.8436 ⁽³⁾ I

By
Savings
Plan

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

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(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
Employee Stock Option (Right to Buy)	\$ 32.613	07/14/2005		M	3,059	⁽⁴⁾ 10/04/2009	Common Stock	3,059
Employee Stock Option (Right to Buy)	\$ 22.35	07/14/2005		M	4,400	⁽⁴⁾ 07/05/2011	Common Stock	4,400
Employee Stock Option (Right to Buy)	\$ 20.97	07/14/2005		M	3,178	⁽⁴⁾ 09/11/2012	Common Stock	3,178
Employee Stock Option (Right to Buy)	\$ 27.97	07/14/2005		M	1,191	⁽⁴⁾ 11/06/2013	Common Stock	1,191

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
GREGORY HARRY L 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			Sr. VP and General Manager-CAS	

Signatures

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

07/18/2005

__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 1, 2005.
- (2) 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 June 1, 2005.
- (3) Shares represented by Company stock fund units under the Rockwell Automation, Inc. (ROK) qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information provided by the Plan Administrator as of June 1, 2005.
- (4) Options are currently exercisable.
- (5) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Stock Option Plan or its 2001 Long-Term Incentives Plan.

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.