CHIUSANO ROBERT M

Form 4 May 02, 2006

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

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if no longer subject to Section 16. Form 4 or Form 5

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obligations may continue. See Instruction

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * CHIUSANO ROBERT M			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer			
			ROCKWELL COLLINS INC [COL]	(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of Earliest Transaction				
			(Month/Day/Year)	Director 10% Owner			
M/S 124-123, 400 COLLINS ROAD NE			04/28/2006	X_ Officer (give title Other (specify below) below) ExecVP and COO, Commercial Sys			
	(C)			,			
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check			
			Filed(Month/Day/Year)	Applicable Line)			
CEDAR RAPIDS, IA 52498-0001				_X_ Form filed by One Reporting Person Form filed by More than One Reporting Person			

(City)	(State)	(Zip) Tab	le I - Non-I	Derivative	Secur	ities Acq	uired, Disposed of	, or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities Acquired or(A) or Disposed of (D) (Instr. 3, 4 and 5) (A) or		5. Amount of Securities Ownership Beneficially Owned (D) or Following Reported Transaction(s) (Instr. 3 and 4)		7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common Stock	04/28/2006		Code V M	Amount 18,256	(D)	Price \$ 22.35	19,566.4317 (1)	D	
Common Stock	04/28/2006		M	31,744	A	\$ 20.97	51,310.4317 (1)	D	
Common Stock	04/28/2006		S	3,700	D	\$ 57.03	47,610.4317 (1)	D	
Common Stock	04/28/2006		S	13,900	D	\$ 57.08	33,710.4317 (1)	D	
Common Stock	04/28/2006		S	5,100	D	\$ 57.09	28,610.4317 (1)	D	

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Common Stock	04/28/2006	S	5,400	D	\$ 57.1	23,210.4317 (1)	D	
Common Stock	04/28/2006	S	500	D	\$ 57.11	22,710.4317 (1)	D	
Common Stock	04/28/2006	S	200	D	\$ 57.15	22,510.4317 (1)	D	
Common Stock	04/28/2006	S	5,000	D	\$ 57.16	17,510.4317 (1)	D	
Common Stock	04/28/2006	S	5,800	D	\$ 57.19	11,710.4317 (1)	D	
Common Stock	04/28/2006	S	9,300	D	\$ 57.47	2,410.4317 (1)	D	
Common Stock	04/28/2006	S	700	D	\$ 57.69	1,710.4317 (1)	D	
Common Stock	04/28/2006	S	400	D	\$ 57.83	1,310.4317 (1)	D	
Common Stock						10,154	I	By spouse's trust
Common Stock						4,407.3804 <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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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. Transact Code (Instr. 8)	5. Number of orDerivative 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)	
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to	\$ 22.35	04/28/2006		M		18,256	(3)	07/05/2011	Common Stock	18,256

Buy)

Stock

Option (Right to Buy)

M 31,744 (3) 09/11/2012 Common Stock 31,744

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHIUSANO ROBERT M M/S 124-123 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

ExecVP and COO, Commercial Sys

Signatures

/s/ Gary R. Chadick, Attorney-in-Fact 05/01/2006

**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 April 3, 2006.
- (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 April 3, 2006.
- (3) The options vested in installments and are currently exercisable.
- (4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 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.

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