ROCKWELL COLLINS INC

Form 4 May 30, 2007

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

Expires:

5. Relationship of Reporting Person(s) to

5,857.7736 (1) D

510.4989 (3)

January 31, 2005

0.5

Estimated average burden hours per

response...

subject to Section 16. Form 4 or Form 5 obligations

if no longer

Check this box

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

2. Issuer Name and Ticker or Trading

1(b).

Common

Common

Stock

Stock

05/29/2007

(Print or Type Responses)

1. Name and Address of Reporting Person *

may continue.

See Instruction

ABZUG BARRY M				Symbol ROCKWELL COLLINS INC [COL]						Issuer			
(Last) (First) (Middle) M/S 124-303, 400 COLLINS ROAD NE				3. Date of Earliest Transaction (Month/Day/Year) 05/25/2007					(Check all applicable) Director 10% OwnerX_ Officer (give title Other (specify below) Sr. VP, Corporate Development				
				4. If Amendment, Date Original Filed(Month/Day/Year)					6. Individual or Joint/Group Filing(Check Applicable Line) _X_ 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 Benefit								or Beneficiall	y Owned				
	1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Date, if			Code (Instr. 3, 4 and 5)				of (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)	
	Common Stock	05/25/2007			Code M	V	Amount 2,200	(D)	Price \$ 15.3	8,057.7736 <u>(1)</u>	D		
	Common Stock	05/25/2007			S(2)		2,200	D	\$ 69.32	5,857.7736 <u>(1)</u>	D		
	Common Stock	05/29/2007			M		17,800	A	\$ 15.3	23,657.7736 (1)	D		

17,800 D

 $S^{(2)}$

By

Plan

Savings

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

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SEC 1474 (9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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. Transactic Code (Instr. 8)	TransactionDerivative Code Securities		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 Buy)	\$ 15.3	05/25/2007		M	2,200	<u>(4)</u>	10/15/2011	Common Stock	2,200	
Stock Option (Right to Buy)	\$ 15.3	05/29/2007		M	17,800	<u>(4)</u>	10/15/2011	Common Stock	17,800	

Reporting Owners

Reporting Owner Name / Address	Relationships							
• 0	Director	10% Owner	Officer	Other				
ABZUG BARRY M			Sr. VP,					
M/S 124-303			· · · · · · · · · · · · · · · · · · ·					
400 COLLINS ROAD NE			Corporate					
CEDAR RAPIDS, IA 52498-0001			Development					

Signatures

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

**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, 2007.

Reporting Owners 2

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- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) 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, 2007.
- (4) Options are currently exercisable.
- (5) Employee stock options granted pursuant to the Company's stock based plans.

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.