

ALLEN PATRICK E
Form 4
April 30, 2010

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 *
ALLEN PATRICK E

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 124-318, 400 COLLINS ROAD
NE

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

04/28/2010

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

Sr. VP and CFO

(Street)

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

CEDAR RAPIDS, IA 52498-0001

(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 Indirect Beneficial Ownership (Instr. 4)
			Code	V Amount (A) or (D) Price			
Common Stock	04/28/2010		M	5,100 A \$ 22.35	22,439.351 (1)	D	
Common Stock	04/28/2010		S	5,100 D \$ 65	17,339.351 (1)	D	
Common Stock	04/29/2010		M	32,900 A \$ 22.35	50,239.351 (1)	D	
Common Stock	04/29/2010		S	100 D \$ 65.4181	50,139.351 (1)	D	
Common Stock	04/29/2010		S	200 D \$ 65.42	49,939.351 (1)	D	

Edgar Filing: ALLEN PATRICK E - Form 4

Common Stock	04/29/2010	S	200	D	\$ 65.43	49,739.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	500	D	\$ 65.47	49,239.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	100	D	\$ 65.48	49,139.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	400	D	\$ 65.49	48,739.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	600	D	\$ 65.5	48,139.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	200	D	\$ 65.51	47,939.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	400	D	\$ 65.52	47,539.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	800	D	\$ 65.53	46,739.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	1,500	D	\$ 65.54	45,239.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	1,500	D	\$ 65.55	43,739.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	1,300	D	\$ 65.56	42,439.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	500	D	\$ 65.57	41,939.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	800	D	\$ 65.58	41,139.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	1,000	D	\$ 65.59	40,139.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	500	D	\$ 65.6	39,639.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	400	D	\$ 65.61	39,239.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	700	D	\$ 65.62	38,539.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	100	D	\$ 65.63	38,439.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	500	D	\$ 65.64	37,939.351 <u>(1)</u>	D
Common Stock	04/29/2010	S	300	D	\$ 65.66	37,639.351 <u>(1)</u>	D
	04/29/2010	S	300	D	\$ 65.67		D

Edgar Filing: ALLEN PATRICK E - Form 4

Common Stock						37,339.351 <u>(1)</u>		
Common Stock	04/29/2010	S	400	D	\$ 65.68	36,939.351 <u>(1)</u>	D	
Common Stock	04/29/2010	S	600	D	\$ 65.69	36,339.351 <u>(1)</u>	D	
Common Stock						4,974.3879 <u>(2)</u>	I	By Savings Plan

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)

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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 22.35	04/28/2010		M	5,100	<u>(4)</u> 07/05/2011	Common Stock 5,100
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 22.35	04/29/2010		M	32,900	<u>(4)</u> 07/05/2011	Common Stock 32,900

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
ALLEN PATRICK E			Sr. VP and CFO	

M/S 124-318
400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498-0001

Signatures

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

04/30/2010

__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 1, 2010.
- (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 1, 2010
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options are currently exercisable.

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.