

CHURCHILL GREGORY S

Form 4

January 20, 2012

FORM 4
UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
CHURCHILL GREGORY S

(Last) (First) (Middle)

**M/S 153-100, 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)
01/19/2012

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)

ExecVP International & Service

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	01/19/2012		M	V Amount (A) or (D) Price 15,475 A \$ 27.97	52,289.4521 (1)	D	
Common Stock	01/19/2012		S(2)	213 D \$ 60.72	52,076.4521 (1)	D	
Common Stock	01/19/2012		S(2)	813 D \$ 60.71	51,263.4521 (1)	D	
Common Stock	01/19/2012		S(2)	500 D \$ 60.7	50,763.4521 (1)	D	
Common Stock	01/19/2012		S(2)	200 D \$ 60.69	50,563.4521 (1)	D	

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Common Stock	01/19/2012	<u>S(2)</u>	13	D	\$ 60.68	50,550.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	300	D	\$ 60.67	50,250.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	300	D	\$ 60.65	49,950.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	100	D	\$ 60.64	49,850.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	800	D	\$ 60.61	49,050.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	100	D	\$ 60.57	48,950.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	600	D	\$ 60.56	48,350.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	100	D	\$ 60.55	48,250.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	100	D	\$ 60.53	48,150.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	1,200	D	\$ 60.52	46,950.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	10,075	D	\$ 60.51	36,875.4521 (1)	D
Common Stock	01/19/2012	<u>S(2)</u>	61	D	\$ 60.5	36,814.4521 (1)	D
Common Stock						8,786.2128 (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. D S (1)
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			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁴⁾	\$ 27.97	01/19/2012	M			15,475	<u>(5)</u>	11/06/2013	Common Stock	15,475

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHURCHILL GREGORY S M/S 153-100 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP International & Service	

Signatures

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

01/20/2012

 **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 January 1, 2012.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on December 8, 2011.
- (3) Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of January 1, 2012.
- (4) Employee stock options granted pursuant to the Company's stock based plans.
- (5) The options became exercisable in three equal installments on November 6, 2004, 2005 and 2006.

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