ROCKWELL COLLINS INC

Form 4

February 16, 2006

FORM 4

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

OMB 3235-0287 Number:

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES**

January 31, Expires: 2005

0.5

OMB APPROVAL

Form 4 or Form 5 obligations may continue.

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

burden hours per response...

Estimated average

See Instruction

30(h) of the Investment Company Act of 1940

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * BEALL DONALD R			2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
			ROCKWELL COLLINS INC [COL]	(Check all applicable)		
(Last)	Last) (First) (Middle)		3. Date of Earliest Transaction			
			(Month/Day/Year)	X Director 10% Owner		
5 SAN JOAQUIN PLAZA, SUITE 320		A, SUITE	02/14/2006	Officer (give title Other (specify below)		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Chec		
			Filed(Month/Day/Year)	Applicable Line) _X_ Form filed by One Reporting Person Form filed by More than One Reporting		
NEWPORT BEACH, CA 92660				Person		

(City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities Acquired (A) 5. Amount of 7. Nature of (Month/Day/Year) Execution Date, if Transaction Disposed of (D) Ownership Indirect Security Securities (Instr. 3) Code (Instr. 3, 4 and 5) Beneficially Form: Beneficial

((Month/Day/Year)			(A) or	,	Owned Following Reported Transaction(s) (Instr. 3 and 4)	Direct (D) or Indirect (I) (Instr. 4)	Ownership (Instr. 4)
Common Stock	02/14/2006		Code V M	Amount 46,121	(D)	Price \$ 27.8729	162,550	I	Trustee - Family Trust
Common Stock	02/14/2006		S(1)	6,700	D	\$ 53	155,850	I	Trustee - Family Trust
Common Stock	02/14/2006		S(1)	9,900	D	\$ 53.02	145,950	I	Trustee - Family Trust
Common Stock	02/14/2006		S(1)	2,000	D	\$ 53.03	143,950	I	Trustee - Family

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								Trust
Common Stock	02/14/2006	S <u>(1)</u>	3,600	D	\$ 53.04	140,350	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	4,221	D	\$ 53.05	136,129	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	2,500	D	\$ 53.06	133,629	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	2,300	D	\$ 53.07	131,329	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	7,500	D	\$ 53.08	123,829	I	Trustee - Family Trust
Common Stock	02/14/2006	S <u>(1)</u>	200	D	\$ 53.1	123,629	I	Trustee - Family Trust
Common Stock	02/14/2006	S <u>(1)</u>	900	D	\$ 53.11	122,729	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	1,200	D	\$ 53.12	121,529	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	700	D	\$ 53.13	120,829	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	1,400	D	\$ 53.14	119,429	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	900	D	\$ 53.15	118,529	I	Trustee - Family Trust
Common Stock	02/14/2006	S <u>(1)</u>	100	D	\$ 53.17	118,429	I	Trustee - Family Trust
Common Stock	02/14/2006	S(1)	2,000	D	\$ 53.18	116,429	I	Trustee - Family Trust
Common Stock						1,500 (2)	D	
						21,381 (3)	D	

Common Stock

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.

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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)	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)	\$ 27.8729	02/14/2006		M	46,121	<u>(5)</u>	12/09/2006	Common Stock	46,121	

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Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
BEALL DONALD R 5 SAN JOAQUIN PLAZA, SUITE 320 NEWPORT BEACH, CA 92660	X						

Signatures

/s/ Vaughn M. Klopfenstein, Attorney-in-Fact 02/15/2006

**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).

Reporting Owners 3

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- (1) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (2) Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors.
- (3) Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (4) Shares represented by Company stock fund units under the Rockwell Automation, Inc. (ROK) salaried retirement savings plan, based on information provided by the plan Administrator as of December 1, 2005.
- (5) Options are currently exercisable.
- (6) Stock options granted under 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.