

ROCKWELL COLLINS INC
Form 4
February 16, 2006

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 *
BEALL DONALD R

(Last) (First) (Middle)

5 SAN JOAQUIN PLAZA, SUITE 320

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction (Month/Day/Year)
02/14/2006

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)

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 Indirect Beneficial Ownership (Instr. 4)			
			Code	V	Amount	(A) or (D)	Price			
Common Stock	02/14/2006		M		46,121	A	\$ 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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Common Stock	02/14/2006	<u>S⁽¹⁾</u>	3,600	D	\$ 53.04	140,350	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	4,221	D	\$ 53.05	136,129	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	2,500	D	\$ 53.06	133,629	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	2,300	D	\$ 53.07	131,329	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	7,500	D	\$ 53.08	123,829	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	200	D	\$ 53.1	123,629	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	900	D	\$ 53.11	122,729	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	1,200	D	\$ 53.12	121,529	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	700	D	\$ 53.13	120,829	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	1,400	D	\$ 53.14	119,429	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	900	D	\$ 53.15	118,529	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	100	D	\$ 53.17	118,429	I	Trustee - Family Trust
Common Stock	02/14/2006	<u>S⁽¹⁾</u>	2,000	D	\$ 53.18	116,429	I	Trustee - Family Trust
Common Stock						1,500 ⁽²⁾	D	
						21,381 ⁽³⁾	D	

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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.