

ROCKWELL COLLINS INC
Form 4
January 21, 2003

FORM 4

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

OMB APPROVAL

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

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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

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1. Name and Address of Reporting Person* BEALL, DONALD R. (Last) (First) (Middle)			2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS, INC. (COL)			6. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director — <input type="checkbox"/> 10% Owner — <input type="checkbox"/> Officer (give title below) — <input type="checkbox"/> Other (specify below)		
5 CIVIC PLAZA, SUITE 320			3. I.R.S. Identification Number of Reporting Person, if an entity (voluntary)			4. Statement for Month/Day/Year 01/17/03		
(Street) NEWPORT BEACH, CA 92660			5. If Amendment, Date of Original (Month/Day/Year)			7. Individual or Joint/Group Filing (Check Applicable Line) <input checked="" type="checkbox"/> Form filed by One Reporting Person <input type="checkbox"/> Form filed by More than One Reporting Person		
(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 & 5)			5. Amount of Securities Beneficially Owned Following Reported Transactions(s) (Instr. 3 & 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	1/17/03		M		196,648	A	\$15.1609			
Common Stock	1/17/03		S		36,800	D	21.85			
Common Stock	1/17/03		S		14,800	D	21.86			
Common Stock	1/17/03		S		400	D	21.88			
Common Stock	1/17/03		S		23,900	D	21.90			
Common Stock	1/17/03		S		6,500	D	21.92			
Common Stock	1/17/03		S		14,600	D	21.95			
Common Stock	1/17/03		S		66,400	D	22.00			

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Common Stock	1/17/03		S		10,600	D	22.05			
Common Stock	1/17/03		S		2,800	D	22.06			
Common Stock	1/17/03		S		6,600	D	22.07			
Common Stock	1/17/03		S		10,000	D	22.19			
Common Stock	1/17/03		S		3,248	D	22.23			
Common Stock								17,354	D	
Common Stock								85,262	I	Trustee--Family Trust
Common Stock								64,883.5154	I	By Savings Plan ⁽¹⁾

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

* If the form is filed by more than one reporting person, see Instruction 4(b)(v).

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FORM 4 (continued) 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 & 5)		6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 & 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date					
Stock Option (right to buy) ⁽²⁾	\$22.0764							Current	12/6/05	Common Stock	318,351	318,351	D	
Stock Option (right to buy) ⁽²⁾	\$27.8729							Current	12/9/06	Common Stock	269,739	269,739	D	
Stock Option (right to buy) ⁽²⁾	\$25.0465							Current	6/26/08	Common Stock	737	737	D	
Stock Option	\$28.6141							Current	2/3/09	Common Stock	985	985	D	

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(right to buy) ⁽²⁾														
Stock Option (right to buy) ⁽²⁾	\$30.1282						⁽³⁾	2/2/10	Common Stock	985		985	D	
Stock Option (right to buy) ⁽²⁾	\$15.1609	1/17/03		M		196,648	Current	6/30/03	Common Stock	196,648		0	I	Trustee-Family Trust
Stock Option (right to buy) ⁽⁴⁾	\$22.3500						⁽⁵⁾	7/5/11	Common Stock	150,000		150,000	D	

Explanation of Responses:

- (1) 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 12/1/02.
- (2) Stock option, as amended if applicable, granted under the Rockwell Collins 2001 Stock Option Plan in connection with the 6/29/01 pro rata distribution by ROK to its shareowners of all of the issued and outstanding shares of Common Stock of Rockwell Collins.
- (3) Options are currently exercisable as to 656 shares and become exercisable as to the remaining 329 shares on 2/2/03.
- (4) Stock options granted under the 2001 Long-Term Incentives Plan.
- (5) Options are currently exercisable as to 50,000 shares and become exercisable as to an additional 50,000 shares on each of 7/5/03 and 7/5/04.

By: /s/ **Gary R. Chadick** **01/20/2003**
Gary R. Chadick, Attorney-in-Fact Date
 **Signature of Reporting Person

**Intentional misstatements or omissions of facts constitute Federal Criminal Violations.
 See 18 U.S.C. 1001 and 15 U.S.C. 78ff(a).

Note: File three copies of this Form, one of which must be manually signed.
 If space is insufficient, See Instruction 6 for procedure.

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