ROCKWELL COLLINS INC

Form 4 October 04, 2006

FORM 4

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

Washington, D.C. 20549

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: 2005
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OMB APPROVAL

3235-0287

January 31,

OMB

Number:

Form 4 or Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

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

. .

1(b).

(Print or Type Responses)

CARBONE	2. Issuer Name and Ticker or Trading Symbol						Issuer				
		ROCKWELL COLLINS INC [COL]						(Check all applicable)			
(Last)	(First)	(Middle)	3. Date of	Earlies	t Tra	ansaction					
	`	(Month/Day/Year)						X Director 10% Owner Officer (give title Other (specify			
3211 VALI	10/02/20	10/02/2006						below)	er (specify		
	4. If Ame	4. If Amendment, Date Original					6. Individual or Joint/Group Filing(Check				
	Filed(Month/Day/Year)						Applicable Line) _X_ Form filed by One Reporting Person				
MIDLAND	, MI 48640								Form filed by M Person	More than One Re	porting
(City)	(State)	(Zip)	Table	e I - No	n-D	erivative S	Secur	rities Acq	uired, Disposed o	f, or Beneficial	ly Owned
1.Title of	2. Transaction D			3.		4. Securit		•	5. Amount of	6. Ownership	
Security	(Month/Day/Yea	on Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)					` ′	Securities	Form: Direct		
(Instr. 3)		any (Month/I			*				Beneficially Owned	(D) or Indirect (I)	Beneficial Ownership
		(IVIOIIIII/	Day/Year)	(msu.	0)				Following	(Instr. 4)	(Instr. 4)
									Reported	(111341. 1)	(111541. 1)
							(A)		Transaction(s)		
				Code	V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	10/02/2006			A(1)		386	A	\$ 55.15	2,281.139 (2)	D	
Common Stock									11,984 (3)	D	

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

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SEC 1474

(9-02)

 $\label{thm:convertible} \textbf{Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned} \\ \textit{(e.g., puts, calls, warrants, options, convertible securities)}$

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1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5.	6. Date Exer	cisable and	7. Title a	and	8. Price of	9. Nu
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transacti	onNumber	Expiration D	ate	Amount	of	Derivative	Deriv
Security	or Exercise		any	Code	of	(Month/Day	Year)	Underlyi	ing	Security	Secui
(Instr. 3)	Price of		(Month/Day/Year)	(Instr. 8)	Derivative	e		Securitie	es	(Instr. 5)	Bene
	Derivative				Securities	3		(Instr. 3	and 4)		Own
	Security				Acquired						Follo
					(A) or						Repo
					Disposed						Trans
					of (D)						(Instr
					(Instr. 3,						
					4, and 5)						
								٨	mount		
								01			
						Date	Expiration		umber		
						Exercisable Date	Date	of			
				Code V	(A) (D)				hares		

Reporting Owners

Reporting Owner Name / Address	Relationships						
	Director	10% Owner	Officer	Other			
CARBONE ANTHONY J							
3211 VALLEY DRIVE	X						
MIDLAND, MI 48640							

Signatures

/s/ Gary R. Chadick, 10/04/2006 Attorney-in-fact

**Signature of Reporting Person

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).
- Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be (1) issued promptly after departure from the Board of Directors.
- (2) Includes dividend equivalents issued quarterly on the restricted stock units.
- Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.

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.

Reporting Owners 2