

JONES CLAYTON M  
Form 4  
February 04, 2010

**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 \*  
JONES CLAYTON M

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

(Last) (First) (Middle)  
M/S 124-323, 400 COLLINS ROAD  
NE

3. Date of Earliest Transaction  
(Month/Day/Year)  
02/02/2010

Director  10% Owner  
 Officer (give title below)  Other (specify below)  
Chairman, President and CEO

(Street)  
CEDAR RAPIDS, IA 52498-0001

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 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 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 (Instr. 4)
			Code	V	Amount	(A) or (D)	Price
Common Stock	02/02/2010		M		97,600	A	\$ 22.35
Common Stock	02/02/2010		S <sup>(1)</sup>		400	D	\$ 54.66
Common Stock	02/02/2010		S <sup>(1)</sup>		302	D	\$ 54.65
Common Stock	02/02/2010		S <sup>(1)</sup>		575	D	\$ 54.64
Common Stock	02/02/2010		S <sup>(1)</sup>		400	D	\$ 54.63

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Common Stock	02/02/2010	<u>S(1)</u>	100	D	\$ 54.62	194,815	D
Common Stock	02/02/2010	<u>S(1)</u>	600	D	\$ 54.61	194,215	D
Common Stock	02/02/2010	<u>S(1)</u>	802	D	\$ 54.6	193,413	D
Common Stock	02/02/2010	<u>S(1)</u>	250	D	\$ 54.59	193,163	D
Common Stock	02/02/2010	<u>S(1)</u>	898	D	\$ 54.58	192,265	D
Common Stock	02/02/2010	<u>S(1)</u>	1,351	D	\$ 54.57	190,914	D
Common Stock	02/02/2010	<u>S(1)</u>	1,599	D	\$ 54.56	189,315	D
Common Stock	02/02/2010	<u>S(1)</u>	700	D	\$ 54.55	188,615	D
Common Stock	02/02/2010	<u>S(1)</u>	600	D	\$ 54.54	188,015	D
Common Stock	02/02/2010	<u>S(1)</u>	400	D	\$ 54.53	187,615	D
Common Stock	02/02/2010	<u>S(1)</u>	701	D	\$ 54.52	186,914	D
Common Stock	02/02/2010	<u>S(1)</u>	799	D	\$ 54.51	186,115	D
Common Stock	02/02/2010	<u>S(1)</u>	600	D	\$ 54.5	185,515	D
Common Stock	02/02/2010	<u>S(1)</u>	700	D	\$ 54.49	184,815	D
Common Stock	02/02/2010	<u>S(1)</u>	1,800	D	\$ 54.48	183,015	D
Common Stock	02/02/2010	<u>S(1)</u>	2,700	D	\$ 54.47	180,315	D
Common Stock	02/02/2010	<u>S(1)</u>	1,893	D	\$ 54.46	178,422	D
Common Stock	02/02/2010	<u>S(1)</u>	3,421	D	\$ 54.45	175,001	D
Common Stock	02/02/2010	<u>S(1)</u>	3,586	D	\$ 54.44	171,415	D
Common Stock	02/02/2010	<u>S(1)</u>	4,600	D	\$ 54.43	166,815	D
	02/02/2010	<u>S(1)</u>	3,100	D		163,715	D

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Common Stock						\$ 54.42			
Common Stock	02/02/2010	S <sup>(1)</sup>	4,000	D		\$ 54.41	159,715	D	
Common Stock	02/02/2010	S <sup>(1)</sup>	3,700	D		\$ 54.4	156,015	D	
Common Stock						<u>13,104.9908</u> <sup>(2)</sup>		I	
									By Savings Plan

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

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SEC 1474  
(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)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Employee Stock Option (Right to Buy) <sup>(3)</sup>	\$ 22.35	02/02/2010		M	97,600	<sup>(4)</sup> 07/05/2011	Common Stock 97,600

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES CLAYTON M M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	X		Chairman, President and CEO	

## Signatures

Gary R. Chadick,  
Attorney-in-Fact

02/04/2010

\_\_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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan signed by the reporting person on November 10, 2009.
  - (2) Shares represented by Company stock fund units under the Rockwell Collins, Inc. 2001 qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of December 1, 2009.
  - (3) Employee stock options granted pursuant to the Company's stock based plans.
  - (4) The options vested in three substantially equal annual installments and are currently exercisable.

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