

ROCKWELL COLLINS INC  
Form 4  
November 14, 2012

**FORM 4** UNITED STATES SECURITIES AND EXCHANGE COMMISSION  
Washington, D.C. 20549

OMB APPROVAL

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**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 \*  
SCHULTE MARSHA A

(Last) (First) (Middle)

M/S 124-318, 400 COLLINS ROAD  
NE

(Street)

CEDAR RAPIDS, IA 52498-001

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
11/12/2012

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)

VP, Finance and Controller

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 Ownership (Instr. 4) |                |   |                 |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|----------------|---|-----------------|
|                                 |                                      |  | Code                           | V   | Amount or (D) Price   |  |                                   |                |   |                 |
| Common Stock                    | 11/12/2012                           |  | A                              |   | 1,639<br>(1)  | A  | \$ 0                              | 5,880.598 (2)  | D |                 |
| Common Stock                    | 11/12/2012                           |  | F                              |   | 532   | D  | \$ 54.37                          | 5,348.598 (2)  | D |                 |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 5,196.6615 (3) | I | By Savings Plan |
| Common Stock                    |                                      |  |                                |   |   |  |                                   | 2,466          | I | By Spouse's IRA |

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

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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) | 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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) <sup>(4)</sup> | \$ 54.37   | 11/12/2012                           |  | A                              | 8,100   | <sup>(5)</sup> 11/12/2022                                | Common Stock  | 8,100                         |

## Reporting Owners

| Reporting Owner Name / Address   | Relationships |           |                            |       |
|--|---------------|-----------|----------------------------|-------|
|  | Director      | 10% Owner | Officer                    | Other |
| SCHULTE MARSHA A<br>M/S 124-318<br>400 COLLINS ROAD NE<br>CEDAR RAPIDS, IA 52498-001 |               |           | VP, Finance and Controller |       |

## Signatures

Gary. R. Chadick,  
Attorney-in-Fact

11/14/2012

<sup>\*\*</sup>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) Vesting of performance shares granted under the Company's 2006 Long-Term Incentives Plan ("LTIP").
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of November 2, 2012.
- (3)

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Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of November 1, 2012.

- (4) Employee stock options granted pursuant to the LTIP.
- (5) The options vest in three substantially equal annual installments beginning 11/12/2013.

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