

CARBONE ANTHONY J
Form 4
December 06, 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 *
CARBONE ANTHONY J

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)
400 COLLINS ROAD NE, M/S
124-323

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2012

Director 10% Owner
 Officer (give title below) Other (specify below)

(Street)
CEDAR RAPIDS, IA 52498

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	12/04/2012		M		5,000 A \$ 20.26	22,769 ⁽¹⁾	D
Common Stock	12/04/2012		S		920 D \$ 55.77	21,849 ⁽¹⁾	D
Common Stock	12/04/2012		S		500 D \$ 55.78	21,349 ⁽¹⁾	D
Common Stock	12/04/2012		S		400 D \$ 55.79	20,949 ⁽¹⁾	D
Common Stock						26,235.436 ⁽²⁾	D

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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) ⁽³⁾	\$ 20.26	12/04/2012		M	5,000	⁽⁴⁾ 02/11/2013	Common Stock	5,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CARBONE ANTHONY J 400 COLLINS ROAD NE M/S 124-323 CEDAR RAPIDS, IA 52498	X			

Signatures

/s/ Gary R. Chadick,
Attorney-in-Fact

12/06/2012

**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) 11,984 of these shares are restricted shares and were delivered as compensation for services as a director. The restricted shares are held by issuer to implement restrictions on transfer unless and until certain conditions are met.

(2) Restricted stock units awarded as compensation for services as a director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors. Also, includes dividend equivalents issued quarterly on the restricted stock units.

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(3) Stock options granted pursuant to the Company's stock based plans.

(4) The options are currently exercisable.

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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