ROCKWELL COLLINS INC

Form 4 July 14, 2015

FORM 4

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

OMB Number: 3235-0287

OMB APPROVAL

Check this box if no longer subject to Section 16.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Expires: January 31, 2005 Estimated average

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Form 4 or Form 5 obligations may continue. See Instruction

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

2. Issuer Name and Ticker or Trading

ROCKWELL COLLINS INC [COL]

Symbol

+, .∙

5. Relationship of Reporting Person(s) to

(Ch - -1- -11 - --1: - -1-1-)

Issuer

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person *

STANDERSKI JEFFREY A.

			ROCKWEEL COLLINS INC [COL]			(Check all applicable)				
(Last)	(First)	(Middle)	3. Date of	Earliest Tr	ansaction			`	11	,
2551 RIVA	ROAD		(Month/D 07/13/2	• /				Director _X_ Officer (give below) Sr. VP, Inf		Owner er (specify
	(Street)			ndment, Da nth/Day/Year)	_	1		6. Individual or Jo Applicable Line) _X_ Form filed by	One Reporting Pe	erson
ANNAPOL						Form filed by More than One Reporting Person				
(City)	(State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned								ly Owned	
1.Title of Security (Instr. 3)	2. Transaction I (Month/Day/Ye	ear) Execution	emed on Date, if /Day/Year)	3. Transactio Code (Instr. 8)	(Instr. 3,	ispose 4 and (A) or	d of (D)	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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/13/2015			M <u>(1)</u>	3,562	A	\$ 74.05	4,395	D	
Common Stock	07/13/2015			M(1)	750	A	\$ 55.01	5,145	D	
Common Stock	07/13/2015			F(1)	805	D	\$ 93.02	4,340	D	
Common Stock	07/13/2015			S(1)	3,300	D	\$ 93.35	1,040	D	
Common Stock								2,493.7463 (2)	I	By Savings Plan

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

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SEC 1474 (9-02)

> 8. I De Sec (In

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. Transactic Code (Instr. 8)			6. Date Exerc Expiration D (Month/Day/	ate	7. Title and Amount of Underlying Securities (Instr. 3 and 4)		8 II S (
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (3)	\$ 74.05	07/13/2015		M		3,562	<u>(4)</u>	11/13/2017	Common Stock	3,562	
Stock Option (Right to Buy) (3)	\$ 55.01	07/13/2015		M		750	<u>(4)</u>	11/14/2021	Common Stock	750	

Reporting Owners

Reporting Owner Name / Address	Relationships
Renariing Uwner Name / Anaress	

Director 10% Owner Officer Other

STANDERSKI JEFFREY A. 2551 RIVA ROAD ANNAPOLIS, MD 21401

Sr. VP, Information Mgmt. Serv

Signatures

Vaughn M.

Klopfenstein 07/14/2015

**Signature of Reporting Date

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).

Reporting Owners 2

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- (1) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on June 10, 2015.
- 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 July 1, 2015.
- (3) Employee 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. 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.