

ROCKWELL COLLINS INC
Form 4
July 13, 2016

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 *
Ortberg Robert Kelly

(Last) (First) (Middle)

M/S 124-323, 400 COLLINS ROAD
NE

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol

ROCKWELL COLLINS INC [COL]

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

07/11/2016

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)
CEO & President

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 Indirect Beneficial Ownership (Instr. 4)
Common Stock	07/11/2016		M ⁽¹⁾	V A	25,474 \$ 57.92	95,344.574 (2)	D
Common Stock	07/11/2016		S ⁽¹⁾	D	101 \$ 83.46	95,243.574 (2)	D
Common Stock	07/11/2016		S ⁽¹⁾	D	20,673 \$ 84.95 (3)	74,570.574 (2)	D
Common Stock	07/11/2016		S ⁽¹⁾	D	4,700 \$ 85.07 (4)	69,870.574 (2)	D

I

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The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on May 26, 2016.

- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of July 6, 2016.

(3) The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$84.03 to \$85.02, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, or other appropriate persons, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

(4) The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$85.03 to \$85.21, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, or other appropriate persons, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.

- (5) 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, 2016.

(6) Employee stock options granted pursuant to the Company's stock based plans.

(7) The options are currently exercisable.

- (8) For the transaction in these derivative securities that occurred on June 30, 2016, the amount in this column was reported as zero. The amount should have been 25,474.

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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