

Ortberg Robert Kelly
Form 4
November 28, 2018

FORM 4

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

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

OMB APPROVAL

OMB
Number: 3235-0287
Expires: January 31,
2005
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(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)
11/26/2018

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)

Chairman, Pres & CEO

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) |
|---------------------------------------|---|---|--------------------------------------|---|--|---|---|
| | | | Code | V | Amount (1) or (D) Price | | |
| Common Stock | 11/26/2018 | | D | | 200,404.574 (1) | D | |
| Common Stock | 11/26/2018 | | D | | 5,162.9414 (2) | I | By Savings Plan |

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
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SEC 1474
(9-02)

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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 Number of Shares |
| Stock Option (Right to Buy) | \$ 83.69 | 11/26/2018 | | M | 114,800 | <u>(3)</u> | 11/17/2024 | Common Stock | 114,800 |
| Stock Option (Right to Buy) | \$ 86.75 | 11/26/2018 | | M | 140,700 | <u>(3)</u> | 11/09/2025 | Common Stock | 140,700 |
| Stock Option (Right to Buy) | \$ 88.71 | 11/26/2018 | | M | 151,400 | <u>(3)</u> | 11/14/2026 | Common Stock | 151,400 |
| Phantom Stock | <u>(5)</u> | 11/26/2018 | | M | 4,363.9092 | <u>(4)</u> | <u>(4)</u> | Common Stock | 4,363.9092 |

Reporting Owners

| Reporting Owner Name / Address | Relationships |
|---|----------------------------------|
| | Director 10% Owner Officer Other |
| Ortberg Robert Kelly M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001 | X Chairman, Pres & CEO |

Signatures

Joshua A. Mullin 11/28/2018

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) Includes (a) 125,481.5740 shares of Issuer common stock disposed of pursuant to the Agreement and Plan of Merger (the "Merger Agreement"), dated September 4, 2017, by and among the Issuer, United Technologies Corporation ("UTC") and the Riveter Merger Sub

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Corp., for the per share merger consideration of \$93.33 in cash and .37525 shares of UTC common stock and cash for partial shares (the "Merger Consideration"), (b) 29,309 shares disposed of for Merger Consideration upon immediate vesting of FY'17-19 performance shares at target pursuant to the Merger Agreement and (c) 18,246 restricted stock units and 27,368 FY'18-20 performance shares granted in November 2017 exchanged for a number of UTC restricted stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement).

- (2) Disposed of for Merger Consideration to be received by the reporting person's account under the Savings Plan.

These options, which provided for vesting in three equal annual installments commencing on the date of grant (which was ten years prior to the expiration date), were disposed of for the right to receive the Merger Consideration for each Net Option Share (as set forth in the Merger Agreement) subject to the option.

- (4) Represents phantom shares of the common stock held in the Issuer's (1) 2005 non-qualified savings plan disposed of for a cash payment based upon the value of the Merger Consideration (as set forth in the Merger Agreement) with respect to 4,344.6770 shares and (2) pre 2005 non-qualified savings plan exchanged for number of deferred UTC stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement) with respect to 19.2322 shares.
- (5) The price varies based on the date the phantom stock was credited.

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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