STENSKE DOUGLAS E

Form 4

November 28, 2018

FORM	ЛΔ										OMB AP	PROVAL	
UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549								OMMISSION	OMB Number:	3235-0287			
Check to if no lor	G ,								Expires:	January 31			
subject Section Form 4 Form 5 obligation	to 16. or Filed pu	STATEMENT OF CHANGES IN BENEFICIAL OWNE SECURITIES Filed pursuant to Section 16(a) of the Securities Exchange A ection 17(a) of the Public Utility Holding Company Act of 19							Act of 1934, 1935 or Section	Estimated a burden hour response			
See Inst		30(h)	of the In	vestme	nt (Company	γA	ct of	f 1940				
(Print or Type	Responses)												
1. Name and Address of Reporting Person * STENSKE DOUGLAS E			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) (k an applicable)					
M/S 124-3 NE	18, 400 COLLIN	S ROAD	(Month/E 11/26/2	-)				- - 1	Director _XOfficer (give to below) VP Trea			
				If Amendment, Date Original (led(Month/Day/Year)						6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person			
CEDAR R.	APIDS, IA 52498	3-0001								Form filed by Mo Form filed by Mo Person			
(City)	(State)	(Zip)	Tabl	le I - Noi	ı-De	erivative S	Secu	ritie	s Acqu	ired, Disposed of,	or Beneficiall	y Owned	
1.Title of Security (Instr. 3)	Security (Month/Day/Year) Execution Da			Date, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)						5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)	
Common				Code		Amount		or (D)	Price	(Instr. 3 and 4)			
Common	11/06/0010			D		0.04c(1)		D		0	Б		

 $8,846 \frac{(1)}{}$

579.2703

(2)

D

D

<u>(1)</u>

<u>(2)</u>

0

0

D

D

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

11/26/2018

11/26/2018

Stock

Stock

Common

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By

Plan

Savings

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$\label{thm:convergence} \begin{tabular}{ll} Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned \\ (\emph{e.g.}, puts, calls, warrants, options, convertible securities) \\ \end{tabular}$

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. 5. Number of TransactionDerivative Code Securities (Instr. 8) Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)			Date	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 53.08	11/26/2018		M	3,240	(3)	11/20/2019	Common Stock	3,240
Stock Option (Right to Buy)	\$ 55.75	11/26/2018		M	3,540	(3)	11/19/2020	Common Stock	3,540
Stock Option (Right to Buy)	\$ 62.71	11/26/2018		M	1,200	(3)	04/19/2021	Common Stock	1,200
Stock Option (Right to Buy)	\$ 55.01	11/26/2018		M	5,400	(3)	11/14/2021	Common Stock	5,400
Stock Option (Right to Buy)	\$ 54.37	11/26/2018		M	6,100	(3)	11/12/2022	Common Stock	6,100
Stock Option (Right to Buy)	\$ 70.97	11/26/2018		M	4,400	(3)	11/11/2023	Common Stock	4,400
Stock Option (Right to Buy)	\$ 83.69	11/26/2018		M	4,100	(3)	11/17/2024	Common Stock	4,100
Stock Option (Right to Buy)	\$ 86.75	11/26/2018		M	4,500	(3)	11/09/2025	Common Stock	4,500
Stock Option (Right to	\$ 88.71	11/26/2018		M	4,700	(3)	11/14/2026	Common Stock	4,700

Buy)

Phantom Stock (5) 11/26/2018 M 91.4356 (4) (4) Common Stock 91.4356

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

STENSKE DOUGLAS E M/S 124-318 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

VP Treas & Risk Mgmt

Signatures

Joshua A. Mullin, Attorney-in-Fact

**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).
 - Includes (a) 6,287 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 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
- (1) Consideration"), (b) 902 shares disposed of for Merger Consideration upon immediate vesting of FY'17-19 performance shares at target pursuant to the Merger Agreement and (c) 663 restricted stock units and 994 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
- (3) 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 2005 non-qualified savings plan exchanged for a number of deferred UTC stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement).
- (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. 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.

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