#### CHURCHILL GREGORY S

Form 4

October 18, 2007

## FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

**SECURITIES** 

OMB Number:

3235-0287

**OMB APPROVAL** 

Expires:

January 31, 2005

0.5

Estimated average burden hours per

response...

if no longer subject to Section 16. Form 4 or Form 5 obligations

may continue.

See Instruction

Check this box

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

1(b).

(Print or Type Responses)

| 1. Name and Address of Reporting Person * CHURCHILL GREGORY S |         |          | 2. Issuer Name <b>and</b> Ticker or Trading Symbol | 5. Relationship of Reporting Person(s) to Issuer        |  |  |
|---|---------|----------|--|---|--|--|
|   |         |          | ROCKWELL COLLINS INC [COL]                         | (Check all applicable)                                  |  |  |
| (Last)  | (First) | (Middle) | 3. Date of Earliest Transaction                    |   |  |  |
|   |         |          | (Month/Day/Year)                                   | Director 10% Owner                                      |  |  |
| M/S 120-102, 400 COLLINS ROAD                                 |         |          | 10/16/2007   | X Officer (give title Other (speci                      |  |  |
| NE  |         |          |  | ExecVP and COO, Government Sys                          |  |  |
| (Street)  |         |          | 4. If Amendment, Date Original                     | 6. Individual or Joint/Group Filing(Check               |  |  |
|   |         |          | Filed(Month/Day/Year)                              | Applicable Line) _X_ Form filed by One Reporting Person |  |  |
|   |         |          |  |   |  |  |
| CEDAR RAPIDS, IA 52498-0001                                   |         |          |  | Form filed by More than One Reporting Person            |  |  |

| (City)                               | (State)                                 | (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owner |                    |                              |   |                |  |   |  |  |  |
|--------------------------------------|---|--|--------------------|------------------------------|---|----------------|--|---|--|--|--|
| 1.Title of<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year)                                    | Code<br>(Instr. 8) | or(A) or Dis<br>(Instr. 3, 4 | rities Acquired Disposed of (D) 3, 4 and 5)  (A) or |                | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. 7. Nature of Ownership Indirect (D) or Ownership Indirect (I) (Instr. 4) |  |  |  |
| Common                               | n 10/16/2007                            |  | Code V<br>M        | Amount 10,328                | (D)   | Price \$ 20.97 | 20,554.4521<br>(1)   | D   |  |  |  |
| Common                               | n 10/16/2007                            |  | S(2)               | 700                          | D   | \$<br>74.45    | 19,854.4521<br>(1)   | D   |  |  |  |
| Common                               | n 10/16/2007                            |  | S(2)               | 100                          | D   | \$<br>74.46    | 19,754.4521<br>(1)   | D   |  |  |  |
| Common<br>Stock                      | n 10/16/2007                            |  | S(2)               | 300                          | D   | \$<br>74.47    | 19,454.4521<br>(1)   | D   |  |  |  |
| Common<br>Stock                      | n 10/16/2007                            |  | S(2)               | 1,500                        | D   | \$<br>74.48    | 17,954.4521<br>(1)   | D   |  |  |  |

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| Common<br>Stock | 10/16/2007 | S(2) | 328   | D | \$<br>74.49 | 17,626.4521<br>(1) | D |                       |
|-----------------|------------|------|-------|---|-------------|--------------------|---|-----------------------|
| Common<br>Stock | 10/16/2007 | S(2) | 1,200 | D | \$ 74.5     | 16,426.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 200   | D | \$<br>74.51 | 16,226.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 300   | D | \$<br>74.52 | 15,926.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 400   | D | \$<br>74.53 | 15,526.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 600   | D | \$<br>74.54 | 14,926.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 300   | D | \$<br>74.55 | 14,626.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 1,300 | D | \$<br>74.56 | 13,226.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 300   | D | \$<br>74.57 | 13,026.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 900   | D | \$<br>74.58 | 12,126.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 1,000 | D | \$<br>74.59 | 11,126.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 100   | D | \$ 74.6     | 11,026.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 500   | D | \$<br>74.61 | 10,526.4521<br>(1) | D |                       |
| Common<br>Stock | 10/16/2007 | S(2) | 300   | D | \$<br>74.63 | 10,226.4521<br>(1) | D |                       |
| Common<br>Stock |            |      |       |   |             | 7,091.174 (3)      | I | By<br>Savings<br>Plan |

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

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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 | 2.          | 3. Transaction Date | 3A. Deemed         | 4.         | 5. Number of | 6. Date Exercisable and |
|-------------|-------------|---------------------|--------------------|------------|--------------|-------------------------|
| Derivative  | Conversion  | (Month/Day/Year)    | Execution Date, if | Transactio | orDerivative | Expiration Date         |
| Security    | or Exercise |                     | any                | Code       | Securities   | (Month/Day/Year)        |

7. Title and Amount of 8 Underlying Securities 1

(Instr. 3 and 4)

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| (Instr. 3)                  | Price of<br>Derivative<br>Security |            | (Month/Day/Year) | (Instr. | 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) |        |                     |                    |                 |                                     |
|-----------------------------|------------------------------------|------------|------------------|---------|----|--|--------|---------------------|--------------------|-----------------|-------------------------------------|
|                             |                                    |            |                  | Code    | V  | (A)  | (D)    | Date<br>Exercisable | Expiration<br>Date | Title           | Amount<br>or<br>Number<br>of Shares |
| Stock Option (Right to Buy) | \$ 20.97                           | 10/16/2007 |                  | M       |    |  | 10,328 | <u>(4)</u>          | 09/11/2012         | Common<br>Stock | 10,328                              |

# **Reporting Owners**

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

CHURCHILL GREGORY S M/S 120-102 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

ExecVP and COO, Government Sys

## **Signatures**

/s/ Gary R. Chadick, 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).
- (1) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of October 1, 2007.
- (2) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (3) Shares represented by Company stock fund units under the Rockwell Collins, Inc. 2001 qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of October 1, 2007.
- (4) Options are currently exercisable.
- (5) Employee stock options granted pursuant to the Company's stock based plans.

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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