

ROCKWELL COLLINS INC
Form 4
November 20, 2007

FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL
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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
CHURCHILL GREGORY S

(Last) (First) (Middle)

M/S 120-102, 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)
11/16/2007

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)
ExecVP and COO, Government Sys

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 11/16/2007 | | M | | 10,328 | A | \$ 20.97 |
| | | | | | | | 20,554.4521 (1) |
| Common Stock | 11/16/2007 | | S(2) | | 4,828 | D | \$ 72.34 |
| | | | | | | | 15,726.4521 (1) |
| Common Stock | 11/16/2007 | | S(2) | | 200 | D | \$ 72.35 |
| | | | | | | | 15,526.4521 (1) |
| Common Stock | 11/16/2007 | | S(2) | | 1,800 | D | \$ 72.36 |
| | | | | | | | 13,726.4521 (1) |
| Common Stock | 11/16/2007 | | S(2) | | 400 | D | \$ 72.38 |
| | | | | | | | 13,326.4521 (1) |

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| | | | | | | | | |
|--------------|------------|------------------|-------|---|----------|--------------------|---|-----------------|
| Common Stock | 11/16/2007 | S ⁽²⁾ | 100 | D | \$ 72.39 | 13,226.4521 (1) | D | |
| Common Stock | 11/16/2007 | S ⁽²⁾ | 2,000 | D | \$ 72.44 | 11,226.4521 (1) | D | |
| Common Stock | 11/16/2007 | S ⁽²⁾ | 1,000 | D | \$ 72.47 | 10,226.4521 (1) | D | |
| Common Stock | | | | | | 7,091.174 (3) | 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 displays a currently valid OMB control number.

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(9-02)

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) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Stock Option (Right to Buy) | \$ 20.97 | 11/16/2007 | | M | 10,328 | (4) 09/11/2012 | Common 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/ Vaughn M. Klopfenstein,
Attorney-in-Fact

11/20/2007

__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.