

ROCKWELL COLLINS INC
Form 3
January 24, 2008

FORM 3 UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549

OMB APPROVAL

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INITIAL STATEMENT OF 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 *		2. Date of Event Requiring Statement	3. Issuer Name and Ticker or Trading Symbol	
Â Hogle Walter S Jr		(Month/Day/Year)	ROCKWELL COLLINS INC [COL]	
(Last)	(First)	(Middle)	4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
1300 WILSON BLVD.,Â 2ND FLOOR		01/17/2008	(Check all applicable)	
(Street)			<input type="checkbox"/> Director	<input type="checkbox"/> 10% Owner
ARLINGTON,Â VAAÂ 22209			<input checked="" type="checkbox"/> Officer	<input type="checkbox"/> Other
(City)	(State)	(Zip)	(give title below)	(specify below)
			Sr. VP, International Business	6. Individual or Joint/Group Filing(Check Applicable Line)
				<input checked="" type="checkbox"/> Form filed by One Reporting Person
				<input type="checkbox"/> Form filed by More than One Reporting Person

Table I - Non-Derivative Securities Beneficially Owned

1. Title of Security (Instr. 4)	2. Amount of Securities Beneficially Owned (Instr. 4)	3. Ownership Form: Direct (D) or Indirect (I) (Instr. 5)	4. Nature of Indirect Beneficial Ownership (Instr. 5)
Common Stock	657.4249 ⁽¹⁾	D	Â
Common Stock	132.4802 ⁽²⁾	I	By Savings Plan

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

SEC 1473 (7-02)

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)	3. Title and Amount of Securities Underlying Derivative Security (Instr. 4)	4. Conversion or Exercise Price of	5. Ownership Form of Derivative	6. Nature of Indirect Beneficial Ownership (Instr. 5)
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	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	Derivative Security	Security: Direct (D) or Indirect (I) (Instr. 5)	
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	01/26/2014	Common Stock	6,167	\$ 32.14	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	11/02/2014	Common Stock	4,034	\$ 36.55	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁵⁾	11/17/2015	Common Stock	4,334	\$ 44.85	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁶⁾	11/09/2016	Common Stock	4,900	\$ 57.92	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁷⁾	11/13/2017	Common Stock	6,400	\$ 74.05	D	Â
Common Stock Share Equivalents ⁽⁸⁾	Â ⁽⁹⁾	Â ⁽⁹⁾	Common Stock	35.21 ⁽¹⁰⁾	\$ 0 ⁽⁹⁾	I	By Supplemental Savings Plan

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hogle Walter S Jr 1300 WILSON BLVD. 2ND FLOOR ARLINGTON, VA 22209	Â	Â	Â Sr. VP, International Business	Â

Signatures

Walter S. Hogle,
Jr. 01/24/2008

 **Signature of Reporting Person Date

Explanation of Responses:

- * If the form is filed by more than one reporting person, see Instruction 5(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 January 15, 2008.
- (2) 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 January 15, 2008.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) Options are currently exercisable.
- (5) 2,167 shares are currently exercisable; 2,167 shares become exercisable on November 17, 2008.
- (6) 1,633 shares are currently exercisable; 1,633 shares become exercisable on November 9, 2008; 1,634 shares become exercisable on November 9, 2009.

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- (7) The options vest in three substantially equal annual installments beginning November 13, 2008.
- (8) Shares equivalents represented by Company stock fund units credited under the Rockwell Collins, Inc. 2001 nonqualified savings plan based on information furnished by the Plan Administrator as of January 15, 2008.
- (9) Payable in cash upon termination of employment.
The number of share equivalents represented by the balance of a participant's Company stock fund may vary from day to day due to
- (10) variances in the proportion of uninvested cash held in the reference fund used to determine unit values of the Company stock fund under the supplemental plan.

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.