

JONES CLAYTON M
Form 4
May 19, 2009

FORM 4

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

OMB APPROVAL

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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 *
JONES CLAYTON M

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) (Middle)
M/S 124-323, 400 COLLINS ROAD
NE

3. Date of Earliest Transaction
(Month/Day/Year)
05/18/2009

Director 10% Owner
 Officer (give title below) Other (specify below)
Chairman, President and CEO

(Street)
CEDAR RAPIDS, IA 52498-0001

4. If Amendment, Date Original Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check Applicable Line)
 Form filed by One Reporting Person
 Form filed by More than One Reporting Person

(City) (State) (Zip)

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	(A) or (D)	Price
Common Stock	05/18/2009		M		29,000	A	\$ 32.613
Common Stock	05/18/2009		S(1)		100	D	\$ 38.94
Common Stock	05/18/2009		S(1)		400	D	\$ 38.95
Common Stock	05/18/2009		S(1)		400	D	\$ 38.96
Common Stock	05/18/2009		S(1)		700	D	\$ 38.97

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Common Stock	05/18/2009	<u>S(1)</u>	200	D	\$ 38.98	116,176	D
Common Stock	05/18/2009	<u>S(1)</u>	200	D	\$ 38.99	115,976	D
Common Stock	05/18/2009	<u>S(1)</u>	900	D	\$ 39	115,076	D
Common Stock	05/18/2009	<u>S(1)</u>	300	D	\$ 39.01	114,776	D
Common Stock	05/18/2009	<u>S(1)</u>	800	D	\$ 39.02	113,976	D
Common Stock	05/18/2009	<u>S(1)</u>	1,200	D	\$ 39.03	112,776	D
Common Stock	05/18/2009	<u>S(1)</u>	200	D	\$ 39.04	112,576	D
Common Stock	05/18/2009	<u>S(1)</u>	499	D	\$ 39.05	112,077	D
Common Stock	05/18/2009	<u>S(1)</u>	500	D	\$ 39.06	111,577	D
Common Stock	05/18/2009	<u>S(1)</u>	301	D	\$ 39.07	111,276	D
Common Stock	05/18/2009	<u>S(1)</u>	200	D	\$ 39.08	111,076	D
Common Stock	05/18/2009	<u>S(1)</u>	100	D	\$ 39.09	110,976	D
Common Stock	05/18/2009	<u>S(1)</u>	989	D	\$ 39.1	109,987	D
Common Stock	05/18/2009	<u>S(1)</u>	100	D	\$ 39.11	109,887	D
Common Stock	05/18/2009	<u>S(1)</u>	340	D	\$ 39.12	109,547	D
Common Stock	05/18/2009	<u>S(1)</u>	800	D	\$ 39.13	108,747	D
Common Stock	05/18/2009	<u>S(1)</u>	300	D	\$ 39.14	108,447	D
Common Stock	05/18/2009	<u>S(1)</u>	700	D	\$ 39.15	107,747	D
Common Stock	05/18/2009	<u>S(1)</u>	200	D	\$ 39.16	107,547	D
Common Stock	05/18/2009	<u>S(1)</u>	108	D	\$ 39.17	107,439	D
	05/18/2009	<u>S(1)</u>	500	D	\$ 39.18	106,939	D

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Common Stock									
Common Stock	05/18/2009		<u>S</u> ⁽¹⁾	552	D	\$ 39.19	106,387	D	
Common Stock	05/18/2009		<u>S</u> ⁽¹⁾	1,010	D	\$ 39.2	105,377	D	
Common Stock							<u>13,023.5356</u> ⁽²⁾	I	By Savings 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 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 or Number of Shares
Employee Stock Option (Right to Buy) ⁽³⁾	\$ 32.613	05/18/2009		M	29,000	<u>(4) 10/04/2009</u>	Common Stock 29,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
JONES CLAYTON M M/S 124-323 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	X		Chairman, President and CEO	

Signatures

Gary R. Chadick,
Attorney-in-Fact

05/19/2009

__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) The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
- (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 April 1, 2009.
- (3) Employee stock options granted pursuant to the Company's stock based plans.
- (4) The options vested in three substantially equal annual installments and are currently exercisable.

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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