STATLER KENT L Form 4

November 28, 2018

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.

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** Form 4 or

Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * STATLER KENT L	2. Issuer Name and Ticker or Trading Symbol	5. Relationship of Reporting Person(s) to Issuer		
(Last) (First) (Middle)	ROCKWELL COLLINS INC [COL] 3. Date of Earliest Transaction	(Check all applicable)		
M/S 124-123, 400 COLLINS ROAD NE	(Month/Day/Year) 11/26/2018	Director 10% Owner Officer (give title Other (specify below) below) ExecVP and COO, Commercial Sys		
(Street)	4. If Amendment, Date Original Filed(Month/Day/Year)	6. Individual or Joint/Group Filing(Check Applicable Line) _X_ Form filed by One Reporting Person		
CEDAR RAPIDS, IA 52498-0001		Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-	Derivative Secu	ırities	Acquir	ed, Disposed of,	or Beneficiall	y Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securities A order Disposed of (Instr. 3, 4 and	(D) 5) (A) or	, ,	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)
Common Stock	11/26/2018		Code V D	Amount 66,840.815	(D)	Price (1)	0	D	
Common Stock	11/26/2018		D	5,199.8649 (2)	D	<u>(2)</u>	0	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. Transactic Code (Instr. 8)	5. Number of orDerivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exer Expiration D (Month/Day)	ate	7. Title and A Underlying S (Instr. 3 and	Securitie
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amour Number Shares
Stock Option (Right to Buy)	\$ 54.37	11/26/2018		M	44,300	(3)	11/12/2022	Common Stock	44,
Stock Option (Right to Buy)	\$ 70.97	11/26/2018		M	29,900	(3)	11/11/2023	Common Stock	29,
Stock Option (Right to Buy)	\$ 83.69	11/26/2018		M	28,100	(3)	11/17/2024	Common Stock	28,
Stock Option (Right to Buy)	\$ 86.75	11/26/2018		M	31,000	(3)	11/09/2025	Common Stock	31,
Stock Option (Right to Buy)	\$ 88.71	11/26/2018		M	32,100	(3)	11/14/2026	Common Stock	32,
Phantom Stock	<u>(5)</u>	11/26/2018		M	3,205.3746	<u>(4)</u>	<u>(4)</u>	Common Stock	3,205

Reporting Owners

Reporting Owner Name / Address	Relationships				
	Director	10% Owner	Officer	Other	

STATLER KENT L M/S 124-123 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001

ExecVP and COO, Commercial Sys

Reporting Owners 2

Signatures

Joshua A. Mullin, Attorney-in-Fact

11/28/2018

**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) 53,766.815 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
- (1) "Merger Consideration"), (b) 6,200 shares disposed of for Merger Consideration upon immediate vesting of FY'17-19 performance shares at target pursuant to the Merger Agreement and (c) 2,750 restricted stock units and 4,124 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 Merger Agreement) subject to the option.
- Represents phantom shares of the common stock held in the Issuer's (1) 2005 non-qualified savings plan disposed of for a cash payment based upon the value of the Merger Consideration (as set forth in the Merger Agreement) with respect to 3,135.2302 shares and (2) pre 2005 non-qualified savings plan exchanged for number of deferred UTC stock units based upon the Equity Award Exchange Ratio (as set forth in the Merger Agreement) with respect to 70.1444 shares.
- (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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