

STATLER KENT L
Form 4
November 28, 2018

FORM 4

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

OMB APPROVAL

OMB Number: 3235-0287
Expires: January 31, 2015
Estimated average burden hours per response... 0.5

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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 *
STATLER KENT L

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 124-123, 400 COLLINS ROAD
NE
(Street)

3. Date of Earliest Transaction (Month/Day/Year)
11/26/2018

____ Director
 Officer (give title below) _____ Other (specify below)
ExecVP and COO, Commercial Sys

CEDAR RAPIDS, IA 52498-0001
(City) (State) (Zip)

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

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	11/26/2018		D		66,840.815 (1)	D	0
Common Stock	11/26/2018		D		5,199.8649 (2)	I	0

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.

SEC 1474 (9-02)

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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 Underlying Securities (Instr. 3 and 4)		
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount Number Shares
Stock Option (Right to Buy)	\$ 54.37	11/26/2018		M	44,300	<u>(3)</u>	11/12/2022	Common Stock	44,300
Stock Option (Right to Buy)	\$ 70.97	11/26/2018		M	29,900	<u>(3)</u>	11/11/2023	Common Stock	29,900
Stock Option (Right to Buy)	\$ 83.69	11/26/2018		M	28,100	<u>(3)</u>	11/17/2024	Common Stock	28,100
Stock Option (Right to Buy)	\$ 86.75	11/26/2018		M	31,000	<u>(3)</u>	11/09/2025	Common Stock	31,000
Stock Option (Right to Buy)	\$ 88.71	11/26/2018		M	32,100	<u>(3)</u>	11/14/2026	Common Stock	32,100
Phantom Stock	<u>(5)</u>	11/26/2018		M	3,205.3746	<u>(4)</u>	<u>(4)</u>	Common Stock	3,205.3746

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	

