## Edgar Filing: ROCKWELL COLLINS INC - Form 4

ROCKWEL Form 4 November 1	L COLLINS INC	2							
FORM	ЛЛ							OMB A	PPROVAL
	UNITED	STATES		RITIES A			<b>GE COMMISSION</b>	OMB Number:	3235-0287
Check the check	NGES IN BENEFICIAL OWNERSHIP OF SECURITIES				Expires: Estimated a burden hou				
Form 4 Form 5 obligatio may cor <i>See</i> Inst 1(b).	Filed pur ons Section 17(	(a) of the l	Public U		ding Cor	npany A	nange Act of 1934, ct of 1935 or Section f 1940	response	•
(Print or Type	Responses)								
1. Name and Address of Reporting Person <u>*</u> JONES CLAYTON M				2. Issuer Name and Ticker or Trading5. Relationship of IssuerSymbol5. Symbol			Reporting Per	son(s) to	
			ROCK	WELL CO	OLLINS	INC [CO	DL] (Checl	k all applicable	e)
(Last)	(First) (	Middle)	3. Date of	of Earliest T	ransaction				
M/S 124-32 NE	23, 400 COLLINS	S ROAD	(Month/1 11/09/2	Day/Year) 2006			X Director X Officer (give below) Chairman,		6 Owner er (specify CEO
	(Street)		4. If Am	endment, D	ate Origina	ıl	6. Individual or Jo	int/Group Fili	ng(Check
CEDADD	ADIDS 14 52408	0001	Filed(Mo	onth/Day/Yea	r)		Applicable Line) _X_ Form filed by C Form filed by M		
CEDAK KA	APIDS, IA 52498	-0001					Person		
(City)	(State)	(Zip)	Tab	ole I - Non-I	Derivative	Securities	s Acquired, Disposed of	, or Beneficial	lly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	Execution any	Date, if	3. Transactio Code (Instr. 8)	Disposed	(A) or of (D)	SecuritiesFBeneficially(IOwned(I	orm: Direct D) or Indirect	7. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code V	Amount	or (D) Prie	(Instr. 3 and 4)		
Reminder: Re	port on a separate line	e for each cl	ass of sec	urities benet	ficially ow	ned directl	y or indirectly.		
							respond to the collect ontained in this form a		SEC 1474 (9-02)

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.

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

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amount of	8
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securities	С
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)	S

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(Instr. 3)	Price of Derivative Security		(Month/Day/Year)	(Instr. 8)	Acquired (A or Disposed (D) (Instr. 3, 4, and 5)	d of				(.
				Code V	(A)	(D) Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Stock Option (Right to Buy) (1)	\$ 57.92	11/09/2006		А	74,700	(2)	11/09/2016	Common Stock	74,700	
Repor	rting Ow	vners								
Reportir	ng Owner Name		irector 10% Owner		tionships		Other			
JONES C M/S 124-3	LAYTON M 323		X	Chair	man Presi	dent and CEO				

Chairman, President and CEO

## Signatures

400 COLLINS ROAD NE

CEDAR RAPIDS, IA 52498-0001

/s/ Gary R. Chadick,	11/13/2006
Attorney-in-Fact	11/15/2000

<u>\*\*</u>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) Employee stock option granted pursuant to the Rockwell Collins, Inc. 2006 Long-Term Incentives Plan.

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(2) The options vest in three substantially equal annual installments beginning 11/09/2007.

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.