

ROCKWELL COLLINS INC
Form 3
November 03, 2004

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

OMB APPROVAL

OMB Number: 3235-0104
Expires: January 31, 2005
Estimated average burden hours per response... 0.5

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	
MATTAI NAN		(Month/Day/Year)	ROCKWELL COLLINS INC [COL]	
(Last)	(First)	(Middle)	11/02/2004	
M/S 124-223, 400 COLLINS ROAD NE			4. Relationship of Reporting Person(s) to Issuer	5. If Amendment, Date Original Filed(Month/Day/Year)
(Street)			(Check all applicable)	
CEDAR RAPIDS, IA 52498-0001			<input type="checkbox"/> Director <input type="checkbox"/> 10% Owner	6. Individual or Joint/Group Filing(Check Applicable Line)
(City)	(State)	(Zip)	<input checked="" type="checkbox"/> Officer <input type="checkbox"/> Other	<input checked="" type="checkbox"/> Form filed by One Reporting Person
			Sr VP, Engineering and Tech	<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	941.7728	I	By Savings Plan ⁽¹⁾
Common Stock	786.2691	I	By Savings Plan ⁽²⁾
Common Stock	84.2028	I	By Spouse ⁽¹⁾

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

SEC 1473 (7-02)

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 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	4. Conversion	5. Ownership	6. Nature of Indirect Beneficial Ownership
--------------------------------------------	----------------------------------------------------------	----------------------------------------------	---------------	--------------	--------------------------------------------

Edgar Filing: ROCKWELL COLLINS INC - Form 3

	Date Exercisable	Expiration Date	Derivative Security (Instr. 4) Title	Amount or Number of Shares	or Exercise Price of Derivative Security	Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 5)	(Instr. 5)
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	10/05/2008	Common Stock	2,899	\$ 16.9669	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	10/04/2009	Common Stock	1,610	\$ 32.613	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁵⁾	10/04/2009	Common Stock	805	\$ 32.613	D	Â
Employee Stock Option (Right to Buy) ⁽³⁾	Â ⁽⁴⁾	10/02/2010	Common Stock	5,796	\$ 18.5972	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁴⁾	07/05/2011	Common Stock	20,000	\$ 22.35	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁷⁾	09/11/2012	Common Stock	10,400	\$ 20.97	D	Â
Employee Stock Option (Right to Buy) ⁽⁶⁾	Â ⁽⁸⁾	11/06/2013	Common Stock	10,400	\$ 27.97	D	Â

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATTAI NAN M/S 124-223 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001	Â	Â	Â Sr VP, Engineering and Tech	Â

Signatures

Nan Mattai 11/03/2004

^{**}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) Shares represented by Company stock fund units under the Rockwell Collins, Inc. 2001 qualified savings plan based on information furnished by the Plan Administrator as of October 1, 2004.
- (2) Shares represented by Company stock fund units under the Rockwell Automation, Inc. salaried retirement savings plan, based on information provided by the Plan Administrator as of October 1, 2004.
- (3) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Stock Option Plan.
- (4) The options vested in three substantially equal annual installments and are currently exercisable.

Edgar Filing: ROCKWELL COLLINS INC - Form 3

- Options become exercisable as to the total number of option shares on the date on which the closing price of shares are reported on the
- (5) New York Stock Exchange--Composite Transactions shall have exceeded 150% of the Fair Market Value on October 4, 1999 for at least 20 consecutive trading days or if earlier on October 4, 2006.
 - (6) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Long-Term Incentives Plan.
 - (7) 6,933 shares are currently exercisable; 3,467 shares become exercisable on September 11, 2005.
 - (8) 3,466 shares become exercisable on November 6, 2004; 3,467 shares become exercisable on November 6, 2005; 3,467 shares become exercisable on November 6, 2006.

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.