

ROCKWELL COLLINS INC  
Form 4  
December 07, 2004

**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. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

**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 \*  
**CHIUSANO ROBERT 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 124-123, 400 COLLINS ROAD  
NE  
  
(Street)

3. Date of Earliest Transaction  
(Month/Day/Year)  
12/06/2004

\_\_\_\_ Director  
 Officer (give title below)  
\_\_\_\_ 10% Owner  
\_\_\_\_ 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	12/06/2004			M	1,859 A \$ 22.35	(1)	D
Common Stock	12/06/2004			M	3,178 A \$ 20.97	(1)	D
Common Stock	12/06/2004			S	1,859 D \$ 40.35	(1)	D
Common Stock	12/06/2004			S	878 D \$ 40.35	(1)	D
Common Stock						3,579.0885 (2)	I

By Savings Plan

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

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(9-02)

**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)	8. Amount or Number of Shares
Stock Option (Right to Buy)	\$ 22.35	12/06/2004		M	1,859	<sup>(3)</sup> 07/05/2011	Common Stock	1,859
Stock Option (Right to Buy)	\$ 20.97	12/06/2004		M	3,178	<sup>(5)</sup> 09/11/2012	Common Stock	3,178

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CHIUSANO ROBERT M M/S 124-123 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP and COO, Commercial Sys	

## Signatures

Gary R. Chadick,  
Attorney-in-Fact

12/06/2004

\*\*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) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of December 1, 2004.
- (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 December 1, 2004.
- (3) These options vested in three annual installments on 7/5/2002, 7/5/2003 and 7/5/2004.
- (4) Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Stock Option Plan or its 2001 Long-Term Incentives Plan.
- (5) These options vested in two annual installments on 9/11/2003 and 9/11/2004.

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.