

ROCKWELL COLLINS INC

Form 4

July 23, 2010

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

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

OMB APPROVAL

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
BEALL DONALD R

(Last) (First) (Middle)

**5 SAN JOAQUIN PLAZA, SUITE
320**

(Street)

NEWPORT BEACH, CA 92660

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading
Symbol
ROCKWELL COLLINS INC [COL]

3. Date of Earliest Transaction
(Month/Day/Year)
07/22/2010

4. If Amendment, Date Original
Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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	07/22/2010		M		25,000	A	\$ 22.35	193,901 ⁽¹⁾	I	Trustee - Family Trust
Common Stock	07/22/2010		S		400	D	\$ 55.59	193,501 ⁽¹⁾	I	Trustee - Family Trust
Common Stock	07/22/2010		S		600	D	\$ 55.6	192,901 ⁽¹⁾	I	Trustee - Family Trust
Common Stock	07/22/2010		S		700	D	\$ 55.61	192,201 ⁽¹⁾	I	Trustee - Family

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									Trust
Common Stock	07/22/2010	S	1,100	D	\$ 55.62	191,101 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	500	D	\$ 55.63	190,601 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	2,800	D	\$ 55.64	187,801 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	3,200	D	\$ 55.65	184,601 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	3,000	D	\$ 55.66	181,601 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	2,200	D	\$ 55.67	179,401 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	4,200	D	\$ 55.68	175,201 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	2,100	D	\$ 55.69	173,101 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	100	D	\$ 55.695	173,001 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	1,000	D	\$ 55.7	172,001 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	900	D	\$ 55.71	171,101 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	100	D	\$ 55.716	171,001 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	700	D	\$ 55.72	170,301 ⁽¹⁾	I		Trustee - Family Trust
Common Stock	07/22/2010	S	200	D	\$ 55.73	170,101 ⁽¹⁾	I		Trustee - Family Trust

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Common Stock	07/22/2010	S	100	D	\$ 55.74	170,001 ⁽¹⁾	I	Trustee - Family Trust
Common Stock	07/22/2010	S	300	D	\$ 55.77	169,701 ⁽¹⁾	I	Trustee - Family Trust
Common Stock	07/22/2010	S	200	D	\$ 55.78	169,501 ⁽¹⁾	I	Trustee - Family Trust
Common Stock	07/22/2010	S	600	D	\$ 55.8	168,901 ⁽¹⁾	I	Trustee - Family Trust
Common Stock						17,567.36 ⁽²⁾	D	

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) ⁽³⁾	\$ 22.35	07/22/2010		M	25,000	⁽⁴⁾ 07/05/2011	Common Stock	25,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
BEALL DONALD R 5 SAN JOAQUIN PLAZA, SUITE 320	X			

NEWPORT BEACH, CA 92660

Signatures

/s/ Vaughn M. Klopfenstein,
Attorney-in-Fact

07/23/2010

__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) 21,381 of these shares are restricted shares and were delivered as compensation for services as Director. The restricted shares are held by issuer to implement restrictions on transfer unless and until certain conditions are met.
- (2) Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors. Includes dividend equivalents issued quarterly on the restricted stock units.
- (3) Stock options granted pursuant to the Company's stock based plans.
- (4) The options are currently exercisable.

Note: File three copies of this Form, one of which must be manually signed. If space is insufficient, *see* Instruction 6 for procedure.

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