

STATLER KENT L
Form 4
January 24, 2012

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 *
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 153-100, 400 COLLINS ROAD
NE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
01/23/2012

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
ExecVP & 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	01/23/2012		S		200	D	\$ 59.54
							46,167.751 (1)
Common Stock	01/23/2012		S		4,632	D	\$ 59.55
							41,535.751 (1)
Common Stock	01/23/2012		S		800	D	\$ 59.56
							40,735.751 (1)
Common Stock	01/23/2012		S		600	D	\$ 59.57
							40,135.751 (1)
Common Stock	01/23/2012		S		869	D	\$ 59.58
							39,266.751 (1)

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Common Stock	01/23/2012		S	299	D	\$ 59.59	38,967.751 (1)	D	
Common Stock	01/23/2012		S	100	D	\$ 59.586	38,867.751 (1)	D	
Common Stock	01/23/2012		S	200	D	\$ 59.595	38,667.751 (1)	D	
Common Stock	01/23/2012		S	9,643	D	\$ 59.6	29,024.751 (1)	D	
Common Stock	01/23/2012		S	100	D	\$ 59.6025	28,924.751 (1)	D	
Common Stock	01/23/2012		S	374	D	\$ 59.61	28,550.751 (1)	D	
Common Stock	01/23/2012		S	300	D	\$ 59.62	28,250.751 (1)	D	
Common Stock	01/23/2012		S	500	D	\$ 59.63	27,750.751 (1)	D	
Common Stock	01/23/2012		S	1,618	D	\$ 59.65	26,132.751 (1)	D	
Common Stock	01/23/2012		S	113	D	\$ 59.66	26,019.751 (1)	D	
Common Stock	01/23/2012		S	200	D	\$ 59.67	25,819.751 (1)	D	
Common Stock	01/23/2012		S	100	D	\$ 59.68	25,719.751 (1)	D	
Common Stock	01/23/2012		S	2,310	D	\$ 59.7	23,409.751 (1)	D	
Common Stock							3,727.8785 (2)	I	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.

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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	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount of Underlying Securities (Instr. 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned (Instr. 6)
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(A) or
Disposed
of (D)
(Instr. 3,
4, and 5)

Repo
Trans
(Instr

Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
STATLER KENT L M/S 153-100 400 COLLINS ROAD NE CEDAR RAPIDS, IA 52498-0001			ExecVP & COO, Commercial Sys	

Signatures

Gary R. Chadick,
Attorney-in-Fact

01/24/2012

__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 January 1, 2012.
- (2) Shares represented by Company stock fund units under the Company's tax-qualified savings plan, including shares acquired on a periodic basis pursuant to the Plan, based on information furnished by the Plan Administrator as of January 1, 2012.

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.