#### **ROCKWELL COLLINS INC**

Form 4

February 28, 2013

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

**OMB APPROVAL** 

OMB Number: 3235-0287

Expires: January 31, 2005

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF SECURITIES

Form 5 obligations may continue. See Instruction

Check this box

if no longer

subject to

Section 16.

Form 4 or

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

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person * MATTAI NAN			2. Issuer Name and Ticker or Trading Symbol POCKWELL COLLINS INC. [COL.]	5. Relationship of Reporting Person(s) to Issuer		
			ROCKWELL COLLINS INC [COL]	(Check all applicable)		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction			
			(Month/Day/Year)	Director 10% Owner		
M/S 124-223, 400 COLLINS ROAD			02/27/2013	_X_ Officer (give title Other (speci below) below)		
NE				Sr VP, Engineering and Tech		
(Street)			4. If Amendment, Date Original	6. Individual or Joint/Group Filing(Check		
			Filed(Month/Day/Year)	Applicable Line)		
				_X_ Form filed by One Reporting Person		
CEDAR RAPIDS, IA 52498-0001				Form filed by More than One Reporting Person		

(City)	(State)	(Zip) Tab	le I - Non-l	Derivative	Secur	ities Acqui	red, Disposed of	, or Beneficial	ly Owned
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	3. Transactio Code (Instr. 8)	4. Securit corr Dispos (Instr. 3, 4	4 and 5)		5. Amount of Securities Beneficially Owned Following Reported Transaction(s)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Indirect Beneficial Ownership (Instr. 4)
			Code V	Amount	or (D)	Price	(Instr. 3 and 4)		
Common Stock	02/27/2013		M	17,500	A	\$ 36.55	19,437	D	
Common Stock	02/27/2013		S	17,500	D	\$ 59.595	1,937	D	
Common Stock							5,285.9346 (1)	I	By Savings Plan
Common Stock							710 (2)	I	By IRA
Common Stock							8,488.4856 (1)	I	By Spouse's

Savings Plan

(9-02)

Common 644.349 (3) Spouse Stock

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

Persons who respond to the collection of SEC 1474 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 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. Transactic Code (Instr. 8)	5. Number of or Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration Date (Month/Day/Year)		7. Title and Amount of Underlying Securities (Instr. 3 and 4)	
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) (4)	\$ 36.55	02/27/2013		M	17,500	<u>(5)</u>	11/02/2014	Common Stock	17,500

## **Reporting Owners**

Relationships Reporting Owner Name / Address

> 10% Owner Other Director Officer

**MATTAI NAN** M/S 124-223 400 COLLINS ROAD NE **CEDAR RAPIDS, IA 52498-0001** 

Sr VP, Engineering and Tech

### **Signatures**

Gary R. Chadick, 02/28/2013 Attorney-in-Fact

\*\*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).

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- (1) 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 February 1, 2013.
- (2) Shares held in a self-directed IRA.
- (3) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of February 1, 2013.
- (4) Employee stock options granted pursuant to the Company's stock based plans.
- (5) 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. 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.