

ROCKWELL COLLINS INC

Form 4

March 12, 2015

**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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2005  
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(Print or Type Responses)

1. Name and Address of Reporting Person \*  
STATLER KENT L

(Last) (First) (Middle)

M/S 124-123, 400 COLLINS ROAD  
NE

(Street)

CEDAR RAPIDS, IA 52498-0001

(City) (State) (Zip)

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

3. Date of Earliest Transaction  
(Month/Day/Year)  
03/10/2015

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

5. Relationship of Reporting Person(s) to  
Issuer

(Check all applicable)

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_X\_ Officer (give title below) \_\_\_\_ Other (specify  
below)

ExecVP and COO, Commercial Sys

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_X\_ 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 Ownership Indirect Beneficial Ownership (Instr. 4)
Common Stock	03/10/2015		M <sup>(1)</sup>	V Amount (A) or (D) Price 2,229 A \$ 44.85	39,230.815 (2)	D	
Common Stock	03/10/2015		M <sup>(1)</sup>	10,600 A \$ 74.05	49,830.815 (2)	D	
Common Stock	03/10/2015		M <sup>(1)</sup>	3,290 A \$ 30.39	53,120.815 (2)	D	
Common Stock	03/10/2015		M <sup>(1)</sup>	1,726 A \$ 57.92	54,846.815 (2)	D	
Common Stock	03/10/2015		S <sup>(1)</sup>	17,845 D \$ 92.03 (3)	37,001.815 (2)	D	

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Common Stock	4,463.3597 <u>(4)</u>	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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SEC 1474  
(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	
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 44.85	03/10/2015		M		2,229		<sup>(6)</sup>	11/17/2015	Common Stock	2,229
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 57.92	03/10/2015		M		1,726		<sup>(6)</sup>	11/09/2016	Common Stock	1,726
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 74.05	03/10/2015		M		10,600		<sup>(6)</sup>	11/13/2017	Common Stock	10,600
Stock Option (Right to Buy) <sup>(5)</sup>	\$ 30.39	03/10/2015		M		3,290		<sup>(6)</sup>	11/21/2018	Common Stock	3,290

## Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
STATLER KENT L M/S 124-123	ExecVP and COO, Commercial Sys

400 COLLINS ROAD NE  
CEDAR RAPIDS, IA 52498-0001

## Signatures

Vaughn M.  
Klopfenstein

03/12/2015

\_\_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) The transactions reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on February 5, 2015.
- (2) Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of March 3, 2015.  
  
The price reported in Column 4 is a weighted average. These shares were sold in multiple transactions at prices ranging from \$91.64 to \$92.54, inclusive. The reporting person undertakes to provide to the staff of the Securities and Exchange Commission, or other appropriate persons, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this Form 4.
- (3) 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 March 2, 2015.
- (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.