

PERNA ROBERT J
Form 4
December 05, 2017

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 *
PERNA ROBERT J

(Last) (First) (Middle)

M/S 124-323, 400 COLLINS ROAD
NE

(Street)

CEDAR RAPIDS, IA 52498

(City) (State) (Zip)

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

3. Date of Earliest Transaction
(Month/Day/Year)
12/04/2017

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)

Sr. VP, Gnrl Counsel & Secy

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	12/04/2017		M ⁽¹⁾	14,600 A	\$ 76.1 23,220	D	
Common Stock	12/04/2017		M ⁽¹⁾	14,700 A	\$ 83.69 37,920	D	
Common Stock	12/04/2017		M ⁽¹⁾	11,733 A	\$ 86.75 49,653	D	
Common Stock	12/04/2017		M ⁽¹⁾	6,566 A	\$ 88.71 56,219	D	
Common Stock	12/04/2017		S ⁽¹⁾	44,399 D	\$ 133.43 11,820	D	

(2)

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Common Stock	12/04/2017	S ⁽¹⁾	3,200	D	\$ 133.76 ⁽³⁾	8,620	D
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Common Stock					509.9743 ⁽⁴⁾	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. Amount or Number of Shares
Stock Option (Right to Buy) ⁽⁵⁾	\$ 76.1	12/04/2017		M	14,600	⁽⁶⁾ 02/06/2024	Common Stock	14,600
Stock Option (Right to Buy) ⁽⁵⁾	\$ 83.69	12/04/2017		M	14,700	⁽⁶⁾ 11/17/2024	Common Stock	14,700
Stock Option (Right to Buy) ⁽⁵⁾	\$ 86.75	12/04/2017		M	11,733	⁽⁶⁾ 11/09/2025	Common Stock	11,733
Stock Option (Right to Buy) ⁽⁵⁾	\$ 88.71	12/04/2017		M	6,566	⁽⁶⁾ 11/14/2026	Common Stock	6,566

Reporting Owners

Reporting Owner Name / Address

Relationships

Reporting Owners

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Director 10% Owner Officer

Other

PERNA ROBERT J
M/S 124-323
400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498

Sr. VP, Gnrl Counsel & Secy

Signatures

Vaughn M. Klopfenstein,
Attorney-in-Fact

12/05/2017

 **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) These transactions were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person on November 1, 2017.

The price reported is a weighted average. These shares were sold in multiple transactions at prices ranging from \$132.70 to \$133.68, 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.
- (2) The price reported is a weighted average. These shares were sold in multiple transactions at prices ranging from \$133.71 to \$133.81, 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 December 1, 2017.
- (4) Employee stock options granted pursuant to the Company's 2015 Long-Term Incentives Plan ("LTIP").
- (5) The options vest in three equal or substantially equal annual installments beginning 9 years prior to the Expiration Date.

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.