

SECURITIES AND EXCHANGE COMMISSION

FORM 4

Statement of changes in beneficial ownership of securities

Filing Date: **2006-01-05** | Period of Report: **2006-01-04**
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REPORTING OWNER

JONES CLAYTON M

CIK: **1191566**

Type: **4** | Act: **34** | File No.: **001-16445** | Film No.: **06514197**

Mailing Address

400 COLLINS ROAD NE
CEDAR RAPIDS IA 52498

ISSUER

ROCKWELL COLLINS INC

CIK: **1137411** | IRS No.: **522314475** | State of Incorporation: **DE** | Fiscal Year End: **0930**
SIC: **3728** Aircraft parts & auxiliary equipment, nec

Business Address

400 COLLINS ROAD NE
CEDAR RAPIDS IA 52498
3192951000

FORM 4

Check this box if no longer subject to Section 16. Form 4 or Form 5 obligations may continue. See Instruction 1(b).

UNITED STATES SECURITIES AND EXCHANGE COMMISSION

Washington, D.C. 20549

OMB APPROVAL

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STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP

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. Name and Address of Reporting Person JONES CLAYTON M			2. Issuer Name and Ticker or Trading Symbol ROCKWELL COLLINS INC [COL]			5. Relationship of Reporting Person(s) to Issuer (Check all applicable) <input checked="" type="checkbox"/> Director <input type="checkbox"/> 10% Owner <input checked="" type="checkbox"/> Officer (give title below) <input type="checkbox"/> Other (specify below) Chairman, President and CEO		
(Last)	(First)	(Middle)	3. Date of Earliest Transaction (Month/Day/Year) 01/04/2006			6. Individual or Joint/Group Filing (Check applicable line) <input checked="" type="checkbox"/> Form Filed by One Reporting Person <input type="checkbox"/> Form Filed by More than One Reporting Person		
M/S 124-323, 400 COLLINS ROAD NE			4. If Amendment, Date Original Filed(Month/Day/Year)					
(Street) CEDAR RAPIDS, IA 52498-0001								
(City)	(State)	(Zip)						

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	01/04/2006		M		21,566	A	\$16.9669	88,476.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		M		28,434	A	\$16.9669	116,910.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		700	D	\$47.32	116,210.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		400	D	\$47.31	115,810.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		17,900	D	\$47.3	97,910.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		2,900	D	\$47.29	95,010.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		2,000	D	\$47.28	93,010.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		5,600	D	\$47.27	87,410.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		800	D	\$47.26	86,610.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		5,000	D	\$47.25	81,610.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		5,400	D	\$47.24	76,210.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		2,000	D	\$47.23	74,210.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		2,100	D	\$47.22	72,110.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		800	D	\$47.21	71,310.8026 ⁽¹⁾	D	
Common Stock	01/04/2006		S ⁽²⁾		4,400	D	\$47.2	66,910.8026 ⁽¹⁾	D	
Common Stock								11,313.8606	I	By Savings Plan ⁽³⁾

**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 Securities Underlying Derivative Security (Instr. 3 and 4)		8. Price of Derivative Security (Instr. 5)	9. Number of Derivative Securities Beneficially Owned Following Reported Transaction(s) (Instr. 4)	10. Ownership Form of Derivative Security: Direct (D) or Indirect (I) (Instr. 4)	11. Nature of Indirect Beneficial Ownership (Instr. 4)
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares				
Employee Stock Option (Right to Buy)	\$16.9669	01/04/2006		<u>M</u>			21,566	(4)	10/05/2008	Common Stock	21,566	(5)	0	D	
Employee Stock Option (Right to Buy)	\$16.9669	01/04/2006		<u>M</u>			28,434	(4)	10/05/2008	Common Stock	28,434	(5)	10,251	D	

Explanation of Responses:

1. Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of December 1, 2005.
2. The sales reported in this Form 4 were effected pursuant to a Rule 10b5-1 trading plan adopted by the reporting person.
3. Shares represented by Company stock fund units under the Rockwell Collins, Inc. 2001 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, 2005.
4. Options are currently exercisable.
5. Employee stock options granted pursuant to the Rockwell Collins, Inc. 2001 Stock Option Plan or its 2001 Long-Term Incentives Plan.

Signatures

Gary R. Chadick, Attorney-in-Fact

** Signature of Reporting Person

01/05/2006

Date

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

* 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).

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

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 Number.