

ROCKWELL COLLINS INC

Form 4

November 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
Number: 3235-0287
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(Print or Type Responses)

1. Name and Address of Reporting Person *
MAHONEY COLIN R

(Last) (First) (Middle)

**M/S 153-100, 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)
11/09/2015

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

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify
below)

Sr. VP International & Service

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 Ownership (Instr. 4)
Common Stock	11/09/2015		A	(A) or (D) Amount (1) \$ 0	9,247.4758 (2)	D	
Common Stock	11/09/2015		F	913 D \$ 86.75	8,334.4758 (2)	D	
Common Stock					3,282.8556 (3)	I	By Savings Plan

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

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SEC 1474
(9-02)

[illegible]

					Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
			Code	V	(A)	(D)			
Stock Option (Right to Buy) ⁽⁴⁾	\$ 86.75	11/09/2015	A		13,400	<u>(5)</u>	11/09/2025	Common Stock	13,400

Reporting Owner Name / Address

Relationships

MAHONEY COLIN R
M/S 153-100
400 COLLINS ROAD NE
CEDAR RAPIDS, IA 52498

Sr. VP International & Service

Signatures

Vaughn M.
Klopfenstein

11/11/2015

**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) Vesting of performance shares granted under the Company's Long-Term Incentives Plan ("LTIP").
- Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of November 4, 2015 and includes a 93.4388 variance from last Form 4 reporting which represents shares acquired under a dividend reinvestment program.
- (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 November 1, 2015.
- (3) Employee stock options granted under the LTIP.
- (4) The options vest in three substantially equal annual installments beginning November 9, 2016.

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

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