Edgar Filing: ROCKWELL COLLINS INC - Form 4

ROCKWELL Form 4 February 09, 2	COLLINS INC									
FORM	UNITED S	Washington, D.C. 20549							PPROVAL 3235-0287	
Check this if no longe subject to Section 16 Form 4 or Form 5 obligations may contin <i>See</i> Instruct 1(b).	s box er 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							Expires: January 31 2005 Estimated average burden hours per response 0.5		
1. Name and Address of Reporting Person * 2. Issuer Name and Ticker or Trading FERRIS RICHARD J Symbol ROCKWELL COLLINS INC [COI					 5. Relationship of Reporting Person(s) to Issuer (Check all applicable) 					
(Last)(First)(Middle)3. Date of1436 RIDGE ROAD02/07/20			-			X_ Director 10% Owner Officer (give title Other (specify below) below)				
	(Street) 4. If Amendment, Date O Filed(Month/Day/Year)				Applicable Line) _X_ Form filed by			oint/Group Filing(Check One Reporting Person Aore than One Reporting		
	OOK, IL 60062						Person	viore than One R	eporung	
(City)	(State) (Z	Zip) Tabl	e I - Non-D	erivative S	Securi	ties Ac	quired, Disposed o	f, or Beneficia	lly Owned	
1.Title of Security (Instr. 3)	2. Transaction Date (Month/Day/Year)	2A. Deemed Execution Date, if any (Month/Day/Year)	Code (Instr. 8)	4. Securi onAcquired Disposed (Instr. 3, Amount	l (A) o l of (D))	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)	
Common Stock	02/07/2006		A <u>(1)</u>	1,500	A	<u>(1)</u>	1,500	D		
Common Stock							10,850 <u>(2)</u>	D		

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

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 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)	4. Transactio Code (Instr. 8)	5. orNumber of Derivative Securities Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	Expiration D (Month/Day/ e	xpiration Date Month/Day/Year)		le and unt of rlying ities . 3 and 4)	8. Price of Derivative Security (Instr. 5)	9. Nu Deriv Secur Bene Owne Follo Repo Trans (Instr
			Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares		

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Reporting Owners

Reporting Owner Name / Address	Relationships						
1	Director	10% Owner	Officer	Other			
FERRIS RICHARD J 1436 RIDGE ROAD NORTHBROOK, IL 60062	Х						
Signatures							
/s/ Gary R. Chadick, Attorney-in-Fact	02/09/2006						

**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) Restricted stock units awarded as compensation for services as Director. Shares of common stock underlying restricted stock units will be issued promptly after departure from the Board of Directors.
- (2) Restricted shares delivered as compensation for services as Director. Held by issuer to implement restrictions on transfer unless and until certain conditions are met.

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.