#### ROCKWELL COLLINS INC

Form 3

January 16, 2014

### UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** 

response...

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INITIAL STATEMENT OF 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

(Print or Type Responses)

1. Name and Address of Reporting 2. Date of Event Requiring 3. Issuer Name and Ticker or Trading Symbol Person \* Statement ROCKWELL COLLINS INC [COL] STANDERSKI JEFFREY A. (Month/Day/Year) 01/07/2014 (Last) (First) (Middle) 4. Relationship of Reporting 5. If Amendment, Date Original Person(s) to Issuer Filed(Month/Day/Year) 2551 RIVA ROAD (Check all applicable) (Street) 6. Individual or Joint/Group Filing(Check Applicable Line) 10% Owner Director \_X\_ Form filed by One Reporting \_X\_\_ Officer Other Person ANNAPOLIS. MDÂ 21401 (give title below) (specify below) Form filed by More than One Sr. VP, Information Mgmt. Serv Reporting Person (City) (State) (Zip) **Table I - Non-Derivative Securities Beneficially Owned** 2. Amount of Securities 4. Nature of Indirect Beneficial 1. Title of Security Beneficially Owned Ownership (Instr. 4) Ownership (Instr. 4) Form: (Instr. 5) Direct (D) or Indirect (I) (Instr. 5) Ι Common Stock 364.9155 (1) By Savings Plan Reminder: Report on a separate line for each class of securities beneficially SEC 1473 (7-02) owned directly or indirectly.

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Table II - Derivative Securities Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of Derivative Security (Instr. 4)	2. Date Exercisable and Expiration Date (Month/Day/Year)		3. Title and Amount of Securities Underlying Derivative Security		4. Conversion or Exercise	5. Ownership Form of	6. Nature of Indirect Beneficial Ownership (Instr. 5)
			(Instr. 4)		Price of	Derivative	
	Date Exercisable	Expiration Date	Title	Amount or Number of	Derivative Security	Security: Direct (D) or Indirect	

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				Shares		(I) (Instr. 5)	
Employee Stock Option (Right to Buy) (2)	(3)	11/13/2017	Common Stock	3,900	\$ 74.05	D	Â
Employee Stock Option (Right to Buy) (2)	(4)	11/14/2021	Common Stock	5,534	\$ 55.01	D	Â
Employee Stock Option (Right to Buy) (2)	(5)	11/12/2022	Common Stock	6,200	\$ 54.37	D	Â
Employee Stock Option (Right to Buy) (2)	(6)	11/11/2023	Common Stock	6,300	\$ 70.97	D	Â
Common Stock Share Equivalents (7)	(8)	(8)	Common Stock	111.1813	\$ 0	I	By Supplemental Savings Plan

## **Reporting Owners**

Reporting Owner Name / Address	Relationships					
• 0	Director	10% Owner	Officer	Other		
STANDERSKI JEFFREY A. 2551 RIVA ROAD ANNAPOLIS, MD 21401	Â	Â	Sr. VP, Information Mgmt. Serv	Â		

# **Signatures**

Vaughn M. Klopfenstein, Attorney-in-Fact

01/15/2014

\*\*Signature of Reporting Person

Date

## **Explanation of Responses:**

- \* If the form is filed by more than one reporting person, see Instruction 5(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) 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 January 7, 2014.
- (2) Employee stock options granted pursuant to the Company's stock based plans which vest in three substantially equal annual installments.
- (3) The options are currently exercisable.
- (4) 2,767 options are currently exercisable; 2,767 options become exercisable on November 14, 2014.
- (5) 3,100 options become exercisable on November 12, 2014; 3,100 options become exercisable on November 12, 2015.
- (6) 2,100 options become exercisable on November 11, 2014; 2,100 options become exercisable on November 11, 2015 and 2,100 options become exercisable on November 11, 2016.
- (7) Share equivalents represented by Company stock fund units credited under the Company's non-qualified savings plan based on information furnished by the Administrator of the Plan as of January 7, 2014.
- (8) Payable in cash upon termination of employment.

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.

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