

NIEUWSMA DAVID J  
Form 4  
November 15, 2017

**FORM 4**

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
NIEUWSMA DAVID J

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

5. Relationship of Reporting Person(s) to Issuer  
(Check all applicable)

(Last) (First) (Middle)  
2551 RIVA ROAD  
(Street)

3. Date of Earliest Transaction (Month/Day/Year)  
11/13/2017

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
Sr. VP, Informaton Mgmt Svcs

ANNAPOLIS, MD 21401

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

6. Individual or Joint/Group Filing(Check Applicable Line)  
 Form filed by One Reporting Person  
 Form filed by More than One Reporting Person

(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 Ownership (Instr. 4)		
			Code	V	Amount or Price				
Common Stock	11/13/2017		A		1,444 (1)	A	\$ 0	3,896.19 (2)	D
Common Stock	11/13/2017		F		515	D	\$ 133.37	3,381.19 (2)	D
Common Stock	11/13/2017		A <sup>(3)</sup>		1,800	A	\$ 0	5,181.19 (2)	D
Common Stock	11/14/2017		M <sup>(4)</sup>		3,900	A	\$ 88.71	9,081.19 (2)	D
Common Stock	11/14/2017		S <sup>(4)</sup>		3,900	D	\$ 133 (5)	5,181.19 (2)	D

Common Stock 313.4593 <sup>(6)</sup> I By Savings Plan

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

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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 (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)	Amount or Number of Shares
Stock Options (Right-to-buy) <sup>(7)</sup>	\$ 88.71	11/14/2017		M	3,900	<sup>(8)</sup> 11/14/2026	Common Stock	3,900

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
NIEUWSMA DAVID J 2551 RIVA ROAD ANNAPOLIS, MD 21401			Sr. VP, Informaton Mgmt Svcs	

## Signatures

Joshua A. Mullin, 11/15/2017  
Attorney-in-Fact

\*\*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").  
(2)

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Includes shares acquired under the Company's employee stock purchase plan and based on information furnished by the Plan Administrator as of November 1, 2017.

- (3) Restricted stock units which generally vest in three substantially equal annual installments on the first three anniversaries of the Transaction Date subject to continued employment.
- (4) This transaction was 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 \$132.85 to \$133.16, 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.
- (6) 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, 2017.
- (7) Employee stock options granted pursuant to the Company's stock based plans.
- (8) The options vest in three substantially equal annual installments beginning 9 years prior to the option 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.

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