

ADC TELECOMMUNICATIONS INC

Form 4

December 17, 2008

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

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(Print or Type Responses)

1. Name and Address of Reporting Person *
PFLAUM JEFFREY D

2. Issuer Name **and** Ticker or Trading
Symbol
ADC TELECOMMUNICATIONS
INC [ADCT]

5. Relationship of Reporting Person(s) to
Issuer

(Check all applicable)

(Last) (First) (Middle)
13625 TECHNOLOGY DRIVE
(Street)

3. Date of Earliest Transaction
(Month/Day/Year)
12/15/2008

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP & GENERAL COUNSEL

MINNEAPOLIS, MN 55344

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

6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount (A) or (D)	Price	
Common Stock	12/16/2008		M		1,007	A \$ 5	18,510 D
Common Stock	12/16/2008		F		329	D \$ 5	18,181 ⁽¹⁾ D

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

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information contained in this form are not
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(9-02)

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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 Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)	6. Date Exercisable and Expiration Date (Month/Day/Year)		7. Title and Underlying (Instr. 3 and 4)	
						Date Exercisable	Expiration Date	Title	
				Code	V	(A)	(D)		
Restricted Stock Unit (12-08) P	\$ 0 <u>(2)</u>	12/15/2008		A		7,500	<u>(2)</u>	<u>(2)</u>	Common Stock
Restricted Stock Unit (12-08) T	\$ 0 <u>(3)</u>	12/15/2008		A		7,500	<u>(3)</u>	<u>(3)</u>	Common Stock
Incentive Stock Option (Right to Buy)	\$ 4.85 <u>(4)</u>	12/15/2008		A		9,376	12/15/2009 <u>(4)</u>	12/15/2015 <u>(4)</u>	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 4.85 <u>(5)</u>	12/15/2008		A		9,374	12/15/2009 <u>(5)</u>	12/15/2015 <u>(5)</u>	Common Stock
Restricted Stock Unit (12-04) <u>(6)</u>	<u>(7)</u>	12/16/2008		M		1,007	<u>(7)</u>	<u>(7)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PFLAUM JEFFREY D 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344	VP & GENERAL COUNSEL

Signatures

/s/ Jeffrey D. Pflaum
 12/17/2008
 **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) The reporting person also indirectly beneficially owns 2,563 shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) ("ADC 401k") based on a plan statement dated as of 11/30/08.

(2) Grant date 12/15/08; performance based restricted stock units that vest fully on 12/19/2011 if the company attains specified performance goals during a three-year measurement period. If the company does not meet the specified performance goals, the award is forfeited. The units of restricted stock will be settled, one-for-one, in shares of common stock upon vesting, provided the reporting person remains an employee of the company on the vesting date.

(3) Grant date 12/15/08; time based restricted stock units that vest fully on the third anniversary of the date of grant. These units of restricted stock will be settled one-for-one in shares of common stock upon vesting, provided that the reporting person remains an employee of the company on the vesting date.

(4) Grant date 12/15/08; incentive stock options that vest one-quarter per year beginning on the first anniversary of the date of grant. Any unvested portions are subject to forfeiture upon termination of employment.

(5) Grant date 12/15/08; non-qualified stock options that vest one-quarter per year beginning on the first anniversary of the date of grant. Any unvested portions are subject to forfeiture upon termination of employment.

(6) The reporting person also indirectly owns 419 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and are to be settled in cash upon reporting person's retirement; conversion rate = One-for-One. The information herein is based on a statement dated as of 11/30/08.

(7) Represents final vesting of Restricted Stock Units issued on 12/16/04 under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Vested units are settled, one-for-one, in shares of common stock.

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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