

ADC TELECOMMUNICATIONS INC
 Form 4
 December 17, 2008

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 *
OBRIEN PATRICK 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
 Officer (give title below) _____ Other (specify below)
PRESIDENT CONNECTIVITY

MINNEAPOLIS, MN 55344
 (City) (State) (Zip)

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

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)
				(A) or (D)	Price		
Common Stock	12/16/2008		M		1,286 A \$ 5	22,198	D
Common Stock	12/16/2008		F		420 D \$ 5	21,778 ⁽¹⁾	D

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

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SEC 1474 (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 of Underlying Security (Instr. 3)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title
Restricted Stock Unit (12-08) T	\$ 0 ⁽²⁾	12/15/2008		A	27,000	⁽²⁾ ⁽²⁾	Comm Stoc
Incentive Stock Option (Right to Buy)	\$ 4.85 ⁽³⁾	12/15/2008		A	17,050	12/15/2009 ⁽³⁾ 12/15/2015 ⁽³⁾	Comm Stoc
Non-qualified Stock Option (Right to Buy)	\$ 4.85 ⁽⁴⁾	12/15/2008		A	50,450	12/15/2009 ⁽⁴⁾ 12/15/2015 ⁽⁴⁾	Comm Stoc
Restricted Stock Unit (12-04) ⁽⁶⁾	⁽⁵⁾	12/16/2008		M	1,286	⁽⁵⁾ ⁽⁵⁾	Comm Stoc

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN PATRICK D 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			PRESIDENT CONNECTIVITY	

Signatures

/s/ Patrick D. O'Brien 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 3,960 shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) ("ADC 401k") based on a plan statement dated as of 11/30/08.
- 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
- (2) 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.

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- (3) 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.
- (4) 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.
- (5) 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.

- The reporting person also indirectly owns 45 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and are to
- (6) 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.

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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