

ADC TELECOMMUNICATIONS INC
 Form 4
 May 03, 2010

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 *
MATHEWS JAMES G

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)
04/30/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP & CFO

MINNEAPOLIS, MN 55344

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	(A) or (D)	Price	
Common Stock	04/30/2010		M		11,000	A	\$ 8 21,922	D
Common Stock	04/30/2010		F		3,597	D	\$ 8 18,325	D
Common Stock	04/30/2010		M		11,000	A	\$ 8 29,325	D
Common Stock	04/30/2010		F		3,597	D	\$ 8 25,728	D

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

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(9-02)

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 Amount of Underlying Securities (Instr. 3 and 4)	8. Amount or Number of Shares
Restricted Stock Unit (4-07) T	<u>(1)</u>	04/30/2010		M	11,000	<u>(1)</u> <u>(1)</u>	Common Stock	11,000
Restricted Stock Unit (4-07) P	<u>(2)</u>	04/30/2010		M	11,000	<u>(2)</u> <u>(2)</u>	Common Stock	11,000

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWS JAMES G 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP & CFO	

Signatures

/s/ James G. Mathews 05/03/2010

**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).

- Represents full vesting of Time-Based Restricted Stock Units granted 4/30/07 and issued under the ADC Telecommunications, Inc.
- (1) Global Stock Incentive Plan. Pursuant to the reporting person's Award Agreement, these units vested on April 30, 2010 and will be settled one-for-one in shares of common stock.
 - (2) Represents full vesting of Performance-Based Restricted Stock Units granted 4/30/07 and issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Pursuant to the reporting person's Award Agreement, these units vested on April 30, 2010 and will be

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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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