

ADC TELECOMMUNICATIONS INC

Form 4

November 24, 2009

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)
11/23/2009

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify 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)
☒ 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 (D) Price			

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

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SEC 1474
(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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)							
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Am or Num of S	
Incentive Stock Option (Right to Buy) <u>(1)</u>	\$ 6	11/23/2009	A		19,938		11/23/2011	11/23/2016	Common Stock	19,	
Non-qualified Stock Option (Right to Buy) <u>(2)</u>	\$ 6	11/23/2009	A		14,062		11/23/2010	11/23/2016	Common Stock	14,	
Restricted Stock Units (Time) <u>(3)</u>	<u>(3)</u>	11/23/2009	A		13,600		11/23/2012	<u>(3)</u>	Common Stock	13,	

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 11/24/2009

Signature of Date
Reporting Person

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) Grant date 11/23/09; incentive stock options that vest as to 2,938 options on the second anniversary of the date of grant and as to 8,500 options on each of the third and fourth anniversaries of the date of grant, provided the reporting person remains continuously employed by the company until at least the vesting date.
- (2) Grant date 11/23/09; non-qualified stock options that vest as to 8,500 options on the first anniversary of the date of grant and as to the remaining 5,562 options on the second anniversary of the date of grant, provided the reporting person remains continuously employed by the company until at least the vesting date.
- (3) Time-based restricted stock units issued under the ADC Telecommunications, Inc. 2008 Global Stock Incentive Plan. Subject to certain terms & conditions set forth in the reporting person's Award Agreement, these units will vest on 11/23/12 and be settled, one-for-one, in shares of common stock, provided the reporting person remains continuously employed by the company until at least the vesting date.

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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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