

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 *
Parran Richard B JR

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)

PRESIDENT APS

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		532	A \$ 5	1,819 D
Common Stock	12/16/2008		F		173	D \$ 5	1,646 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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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 and Underlying (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit (12-08) T	\$ 0 <u>(1)</u>	12/15/2008		A		15,000		<u>(1)</u>	<u>(1)</u>	Common Stock
Incentive Stock Option (Right to Buy)	\$ 4.85 <u>(2)</u>	12/15/2008		A		15,346		12/15/2009 <u>(2)</u>	12/15/2015 <u>(2)</u>	Common Stock
Non-qualified Stock Option (Right to Buy)	\$ 4.85 <u>(3)</u>	12/15/2008		A		22,154		12/15/2009 <u>(3)</u>	12/15/2015 <u>(3)</u>	Common Stock
Restricted Stock Unit (12-04)	<u>(4)</u>	12/16/2008		M		532		<u>(4)</u>	<u>(4)</u>	Common Stock

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parran Richard B JR 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			PRESIDENT APS	

Signatures

/s/ Richard B.
Parran Jr 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).

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
(1) 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.

(2)

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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.

- (3) 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.
- (4) Represents final vesting of a grant of Restricted Stock Units issued on 12/16/04 under the ADC Telecommunications, Inc. Global Stock Incentive Plan. The Phantom Stock Units will be 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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