#### Edgar Filing: ADC TELECOMMUNICATIONS INC - Form 4

ADC TELECOMMUNICATIONS INC Form 4 December 17, 2008 OMB APPROVAL FORM 4 UNITED STATES SECURITIES AND EXCHANGE COMMISSION OMB 3235-0287 Washington, D.C. 20549 Number: Check this box January 31, Expires: if no longer 2005 STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF subject to Estimated average **SECURITIES** Section 16. burden hours per Form 4 or response... 0.5 Form 5 Filed pursuant to Section 16(a) of the Securities Exchange Act of 1934, obligations Section 17(a) of the Public Utility Holding Company Act of 1935 or Section may continue. 30(h) of the Investment Company Act of 1940 See Instruction 1(b). (Print or Type Responses) 1. Name and Address of Reporting Person \* 5. Relationship of Reporting Person(s) to 2. Issuer Name and Ticker or Trading PFLAUM JEFFREY D Issuer Symbol ADC TELECOMMUNICATIONS (Check all applicable) INC [ADCT] (Last) (First) (Middle) 3. Date of Earliest Transaction Director 10% Owner X\_ Officer (give title Other (specify (Month/Day/Year) below) below) 13625 TECHNOLOGY DRIVE 12/15/2008 **VP & GENERAL COUNSEL** (Street) 4. If Amendment, Date Original 6. Individual or Joint/Group Filing(Check Filed(Month/Day/Year) Applicable Line) \_X\_ Form filed by One Reporting Person Form filed by More than One Reporting MINNEAPOLIS, MN 55344 Person (City) (State) (Zip) Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned 1.Title of 2. Transaction Date 2A. Deemed 3. 4. Securities 5. Amount of 6. Ownership 7. Nature of Security (Month/Day/Year) Execution Date, if TransactionAcquired (A) or Securities Form: Direct Indirect (Instr. 3) any Code Disposed of (D) Beneficially (D) or Beneficial (Instr. 3, 4 and 5) Indirect (I) Ownership (Month/Day/Year) (Instr. 8) Owned Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (Instr. 3 and 4) Code V Amount (D) Price Common 12/16/2008 Μ 1,007 Α \$5 18,510 D Stock Common 12/16/2008 F 329 D \$5 18,181 (1) D Stock

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

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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. Transactio Code (Instr. 8)	Securitie	ve es d (A) or d of (D)	6. Date Exercisab Date (Month/Day/Year	•	7. Title ar Underlyin (Instr. 3 a
				Code V	(A)	(D)	Date Exercisable	Expiration Date	Title
Restricted Stock Unit (12-08) P	\$ 0 <u>(2)</u>	12/15/2008		A	(A) 7,500	(D)	<u>(2)</u>	<u>(2)</u>	Commo Stock
Restricted Stock Unit (12-08) T	\$ 0 <u>(3)</u>	12/15/2008		А	7,500		<u>(3)</u>	<u>(3)</u>	Commo Stock
Incentive Stock Option (Right to Buy)	\$ 4.85 <u>(4)</u>	12/15/2008		А	9,376		12/15/2009(4)	12/15/2015 <u>(4)</u>	Commo Stock
Non-qualified Stock Option (Right to Buy)	\$ 4.85 <u>(5)</u>	12/15/2008		А	9,374		12/15/2009 <u>(5)</u>	12/15/2015 <u>(5)</u>	Commo Stock
Restricted Stock Unit (12-04) <u>(6)</u>	<u>(7)</u>	12/16/2008		М		1,007	<u>(7)</u>	<u>(7)</u>	Commo Stock

### **Reporting Owners**

Reporting Owner Name / Address	Relationships					
Reporting O when Plante, Plantess	Director	10% Owner	Officer	Other		
PFLAUM JEFFREY D 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP & GENERAL COUNSEL			
Signatures						
/s/ Jeffrey D. 12/1	7/2008					

/s/ Jenrey D.	12/17/200		
Pflaum	12/17/200		
**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) 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, 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.

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(3) 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.
- The reporting person also indirectly owns 419 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and are
  (6) 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. Potential persons who are to respond to the collection of information contained in this form are not required to respond unless the form displays a currently valid OMB number.