#### ADC TELECOMMUNICATIONS INC

Form 4

November 24, 2009

## UNITED STATES SECURITIES AND EXCHANGE COMMISSION Washington, D.C. 20549

**OMB** Number:

3235-0287

Check this box if no longer

January 31, Expires: 2005

**OMB APPROVAL** 

subject to Section 16. Form 4 or

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF **SECURITIES** 

Estimated average burden hours per response... 0.5

Form 5 obligations may continue.

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

See Instruction

1(b).

(Print or Type Responses)

1. Name and Address of Reporting Person \*

2. Issuer Name and Ticker or Trading

5. Relationship of Reporting Person(s) to Issuer

MATHEWS JAMES G

Symbol

(Check all applicable)

ADC TELECOMMUNICATIONS

3. Date of Earliest Transaction

4. If Amendment, Date Original

INC [ADCT]

Director 10% Owner

(Last) (First) (Middle)

(Month/Day/Year)

X\_ Officer (give title Other (specify below)

13625 TECHNOLOGY DRIVE

11/23/2009

VP & CFO 6. Individual or Joint/Group Filing(Check

Applicable Line)

Filed(Month/Day/Year)

\_X\_ Form filed by One Reporting Person Form filed by More than One Reporting

(T)

(Instr. 4)

Person

below)

MINNEAPOLIS, MN 55344

(City) (State) (Zip)

(Street)

Table I - Non-Derivative Securities Acquired, Disposed of, or Beneficially Owned

Owned

1. Title of Security (Instr. 3)

2. Transaction Date 2A. Deemed (Month/Day/Year)

Execution Date, if

3. 4. Securities TransactionAcquired (A) or Code

5. Amount of Securities Beneficially

6. Ownership 7. Nature of Form: Direct Indirect (D) or Indirect Beneficial

Ownership

(Instr. 4)

(Month/Day/Year)

Disposed of (D) (Instr. 3, 4 and 5) (Instr. 8)

Following Reported Transaction(s)

(A)

(Instr. 3 and 4) Code V Amount (D) Price

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

Persons who respond to the collection of SEC 1474 information contained in this form are not (9-02)required to respond unless the form displays a currently valid OMB control number.

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

1. Title of 3. Transaction Date 3A. Deemed 4. 5. Number of 6. Date Exercisable and Derivative Conversion (Month/Day/Year) Execution Date, if Transaction Derivative **Expiration Date** Security or Exercise any Code Securities (Month/Day/Year)

7. Title and Amou Underlying Securi (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	Amo or Nun of S
Incentive Stock Option (Right to Buy)	\$ 6	11/23/2009		A	11,250	11/23/2013	11/23/2016	Common Stock	11,
Non-qualified Stock Option (Right to Buy)	\$6	11/23/2009		A	33,750	11/23/2010	11/23/2016	Common Stock	33,
Restricted Stock Units (Time)	(3)	11/23/2009		A	18,000	11/23/2012	<u>(3)</u>	Common Stock	18,

# **Reporting Owners**

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

## **Signatures**

/s/ Jeffrey D. Pflaum, attorney-in-fact for Mr.

Mathews

11/24/2009

\*\*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 11/23/09; incentive stock options that vest fully on the fourth anniversary of the date of grant, provided the reporting person remains continuously employed by the company until at least the vesting date.
- Grant date 11/23/09; non-qualified stock options that vest one-third per year beginning on the first anniversary of the date of grant, provided the reporting person remains continuously employed by the company until at least the vesting date.
- 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.

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.

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