

ADC TELECOMMUNICATIONS INC

Form 4

December 20, 2004

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

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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 *
SWITZ ROBERT E2. 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)

MINNEAPOLIS, MN 55344

3. Date of Earliest Transaction
(Month/Day/Year)
12/16/2004☒ Director ☐ 10% Owner
☒ Officer (give title below) ☐ Other (specify below)
PRES & CEO4. 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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information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
number.**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 Nun Sha	
Incentive Stock Option (right to buy)	\$ 2.68	12/16/2004	A		114,501		<u>(1)</u>	12/16/2014	Common Stock	11	
Non-Qualified Stock Option (right to buy)	\$ 2.68	12/16/2004	A		885,499		<u>(1)</u>	12/16/2014	Common Stock	88	
Restricted Stock Unit (12-04)	<u>(2)</u>	12/16/2004	A		350,000		<u>(2)</u>	<u>(2)</u>	Common Stock	35	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
SWITZ ROBERT E 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344	X		PRES & CEO	

Signatures

Robert E. Switz 12/20/2004

 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 12/16/04; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. In the aggregate, options will vest one-quarter per year beginning December 16, 2005.

The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are
(2) subject to forfeiture and will vest one-quarter per year beginning December 16, 2005. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting.

The reporting person also indirectly owns 25,045 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and
(3) are 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 9/30/04.

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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