

ADC TELECOMMUNICATIONS INC

Form 4

June 29, 2005

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

OMB
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(Print or Type Responses)

1. Name and Address of Reporting Person *
PRATT MICHAEL

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)
06/28/2005

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

PRESIDENT WIRELINE**MINNEAPOLIS, MN 55344**

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)
Common Stock	06/28/2005		F	1,158 D	\$ 21.35	19,419 ⁽¹⁾	D

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

**Persons who respond to the collection of
information contained in this form are not
required to respond unless the form
displays a currently valid OMB control
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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)**

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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 Amount Underlying Securities (Instr. 3 and 4)
				Code	V (A) (D)	Date Exercisable Expiration Date	Title Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 15.82					08/08/1988 ⁽²⁾ 11/27/2012	Common Stock 18,900
Incentive Stock Option (right to buy)	\$ 18.76					⁽³⁾ 12/16/2014	Common Stock 8,410
Incentive Stock Option (right to buy)	\$ 20.44					⁽⁴⁾ 03/03/2014	Common Stock 7,120
Non-Qualified Stock Option (right to buy)	\$ 15.82					08/08/1988 ⁽²⁾ 11/27/2012	Common Stock 9,600
Non-Qualified Stock Option (right to buy)	\$ 18.76					⁽³⁾ 12/16/2014	Common Stock 4,540
Non-Qualified Stock Option (right to buy)	\$ 20.44					⁽⁴⁾ 03/03/2014	Common Stock 2,370
Phantom Stock Unit	⁽⁵⁾					⁽⁵⁾ ⁽⁵⁾	Common Stock 2,370
Restricted Stock Unit (12-04)	⁽⁶⁾					⁽⁶⁾ ⁽⁶⁾	Common Stock 4,320

Reporting Owners

Reporting Owner Name / Address	Relationships
	Director 10% Owner Officer Other
PRATT MICHAEL 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344	PRESIDENT WIRELINE

Signatures

Michael K. Pratt

06/29/2005

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).

On May 10, 2005, the Common stock of ADC Telecommunications, Inc. reverse split 1-for-7. The reporting person's beneficial holdings had previously been reported as 144,044 shares, but was adjusted to reflect the reverse stock split. The reporting person also indirectly

- (1) beneficially owns 4,471 shares through the Global Employee Stock Purchase Plan. The reporting persons holdings through the Global Employee Stock Purchase Plan had previously been reported as 20,636 shares, but was adjusted to reflect the reverse stock split on May 10, 2005. The information herein is based on a plan statement dated as of 3/31/05.

- (2) Grant date 11/27/02; 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-third on the first anniversary of the grant date and one-eighth of the remaining options will vest each quarter thereafter. These options were previously reported as covering a total of 200,000 shares at an exercise price of \$2.26 per share, but have been adjusted to reflect the stock split on May 10, 2005.

- (3) 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-third on the first anniversary of the grant date and one-eighth of the remaining options will vest each quarter thereafter. These options were previously reported as covering a total of 90,700 shares at an exercise price of \$2.68 per share, but have been adjusted to reflect the stock split on May 10, 2005.

- (4) Grant date 3/3/04; 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-third on the first anniversary of the grant date and one-eighth of the remaining options will vest each quarter thereafter. These options were previously reported as covering a total of 66,500 shares at an exercise price of \$2.92 per share, but have been adjusted to reflect the stock split on May 10, 2005.

- (5) The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are subject to forfeiture and will vest one-third per year beginning March 3, 2006. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting. This grant was previously reported as covering 22,167 shares, with a balance of 16,262 as of 3/3/05 remaining subject to forfeiture, but was adjusted to reflect the reverse stock split on May 10, 2005.

- (6) The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are 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. This grant was previously reported as covering 30,300 shares, but was adjusted to reflect the reverse stock split on May 10, 2005.

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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