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ADC TELECOMMUNICATIONS INC Form 4 December 20, 2006 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 12/18/2006 **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) Code Disposed of (D) Beneficially (D) or Indirect Beneficial anv (Instr. 3, 4 and 5) Ownership (Month/Day/Year) (Instr. 8) Owned (I) Following (Instr. 4) (Instr. 4) Reported (A) Transaction(s) or (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.

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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)

1. Title of	2.	3. Transaction Date	3A. Deemed	4.	5. Number of	6. Date Exercisable and	7. Title and Amoun
Derivative	Conversion	(Month/Day/Year)	Execution Date, if	Transactio	orDerivative	Expiration Date	Underlying Securit
Security	or Exercise		any	Code	Securities	(Month/Day/Year)	(Instr. 3 and 4)

number.

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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)	f			
				Code V	(A) (D) Date Exercisable	Expiration Date	Title	Amo or Num of Sh
Incentive Stock Option (right to buy) (1)	\$ 14.59	12/18/2006		A	6,838	<u>(1)</u>	12/18/2013	Common Stock	6,8
Non-Qualified Stock Option (right to buy)	\$ 14.59	12/18/2006		A	16,862	<u>(1)</u>	12/18/2013	Common Stock	16,8
Restricted Stock Unit (12-06) P (2)	(2)	12/18/2006		А	11,850	(2)	(2)	Common Stock	11,8
Restricted Stock Unit (12-06) T (3)	(3)	12/18/2006		А	11,850	<u>(3)</u>	(3)	Common Stock	11,8

Reporting Owners

Reporting Owner Name / Address	Relationships					
	Director	10% Owner	Officer	Other		
PFLAUM JEFFREY D 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP & GENERAL COUNSEL			

Signatures

JEFFREY D PFLAUM 12/19/2006

<u>**</u>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).
- (1) Grant date 12/18/06; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. Options from this transaction vest one-quarter per year beginning on December 18, 2007.
- The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Generally, full vesting of(2) these units occurs approximately one month after the third anniversary of the date of grant if the Company attains certain performance goals at the end of a three year measurement period. These units will be settled one for one in shares of common stock upon vesting.
- (3) The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Generally, full vesting of these units occurs approximately one month after the third anniversary of the date of grant. These units will be settled one for one in

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shares of common stock upon vesting.

The reporting person also indirectly owns 289 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and are to be settled in cash upon reporting person's retirement; conversion rate = One-for-One. The information herein is based on a statement

(4) to be settled in cash upon reporting person's retrement, conversion rate = One-for-One. The information netern is based on a statement dated as of 9/30/06. The reporting person also indirectly owns 2,222 shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) ("ADC 401k") based on a plan statement dated as of 9/30/06.

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.