

Hartwell Kimberly Seymour
 Form 4
 August 01, 2008

FORM 4

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

OMB APPROVAL

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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

(Print or Type Responses)

1. Name and Address of Reporting Person *
 Hartwell Kimberly Seymour

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)
 07/30/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, Global Go-To-Market

EDEN PRAIRIE, MN 55344
 (City) (State) (Zip)

4. 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

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 Ownership (Instr. 4) | |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|---|
| | | | | (A) or (D) | Amount | | | |
| Common Stock | 07/30/2008 | | M | | 643 | A | \$ 0 1,995 | D |
| Common Stock | 07/30/2008 | | F | | 192 | D | \$ 9.67 1,803 | D |

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

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SEC 1474 (9-02)

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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. 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 of Underlying Security (Instr. 3 and 4) |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|
| Restricted Stock Units (Time) | \$ 0 | 07/30/2008 | | M | 643 | (1) (1) | Common Stock |
| Restricted Stock Units (Performance) | \$ 0 | 07/31/2008 | | A | 2,500 | (2) (2) | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 9.46 | 07/31/2008 | | A | 5,000 | (3) 07/31/2015(3) | Common Stock |
| Restricted Stock Units (Time) | \$ 0 | 07/31/2008 | | A | 1,667 | (4) (4) | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| Hartwell Kimberly Seymour 13625 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | | | VP, Global Go-To-Market | |

Signatures

/s/ Kimberly S. Kartwell
07/31/2008

__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 7/30/04; these restricted stock units have now fully vested.
- (2)

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Grant date 7/31/08; performance based restricted stock units that vest four years from the date of grant based on the extent to which the company attains specified performance goals during a four year measurement period. Based on the company's level of performance during this four year measurement period, the units of restricted stock will be settled in shares of common stock upon vesting in amounts ranging anywhere from zero to two times the number of units, provided the reporting person remains an employee of the company on the vesting date.

- (3) Grant date 7/31/08; 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.

- (4) Grant date 7/31/08; time based restricted stock units that vest fully on the fourth anniversary of the date of grant. These units of restricted stock will be settled one for one in shares of common stock upon vesting, provided that the reporting person remains employed by the company on 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.

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