

OBRIEN PATRICK D
Form 4
January 12, 2010

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 *
OBRIEN PATRICK D

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)
01/09/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
VP; PRESIDENT CONNECTIVITY

MINNEAPOLIS, MN 55344

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

(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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock ⁽¹⁾ | 01/09/2010 | | M | | 16,600 | A | \$ 6.73 |
| Common Stock | 01/09/2010 | | F | | 6,412 | D | \$ 6.73 |
| Common Stock ⁽²⁾ | 01/09/2010 | | M | | 16,600 | A | \$ 6.73 |
| Common Stock | 01/09/2010 | | F | | 5,428 | D | \$ 6.73 |
| Common Stock ⁽³⁾ | | | | | | | 4,807 |
| | | | | | | I | by 401(k) |

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

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(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 (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 Securities (Instr. 3 and 4) | 8. Amount or Number of Shares |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|-------------------------------|
| Restricted Stock Unit (12-06) P | <u>(1)</u> | 01/09/2010 | | M | 16,600 | <u>(1)</u> <u>(1)</u> | Common Stock | 16,600 |
| Restricted Stock Unit (12-06) T | <u>(2)</u> | 01/09/2010 | | M | 16,600 | <u>(2)</u> <u>(2)</u> | Common Stock | 16,600 |
| 401(k) Excess Plan Phantom Stock Units | <u>(4)</u> | | | | | <u>(4)</u> <u>(4)</u> | Common Stock | 45 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-------------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| OBRIEN PATRICK D 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344 | | | VP; PRESIDENT CONNECTIVITY | |

Signatures

/s/ Patrick D. O'Brien 01/12/2010

**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).
 - Represents full vesting of Performance-Based Restricted Stock Units granted 12/18/06 and issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Pursuant to the reporting person's Award Agreement, these units vested on January 9, 2010 and will be settled one-for-one in shares of common stock.
 - (1)
 - Represents full vesting of Time-Based Restricted Stock Units granted 12/18/06 and issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Pursuant to the reporting person's Award Agreement, these units vested on January 9, 2010 and will be settled one-for-one in shares of common stock.
 - (2)
 - The reporting person indirectly owns shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) ("ADC 401k") based on a plan statement dated as of 12/31/09.
 - (3)
 - The reporting person indirectly owns phantom stock units in registrant's 401(k) Excess Plan which 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 12/31/09.
 - (4)

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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