

ADC TELECOMMUNICATIONS INC

Form 4

December 18, 2007

**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  
Number: 3235-0287  
Expires: January 31,  
2005  
Estimated average  
burden hours per  
response... 0.5

(Print or Type Responses)

1. Name and Address of Reporting Person \*  
PFLAUM JEFFREY 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)  
12/16/2007

\_\_\_\_ Director \_\_\_\_ 10% Owner  
\_\_\_\_X\_\_\_\_ Officer (give title below) \_\_\_\_ Other (specify below)  
VP & GENERAL COUNSEL

MINNEAPOLIS, MN 55344

4. If Amendment, Date Original  
Filed(Month/Day/Year)

6. Individual or Joint/Group Filing(Check  
Applicable Line)  
\_\_\_\_X\_\_\_\_ 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<br>Security<br>(Instr. 3) | 2. Transaction Date<br>(Month/Day/Year) | 2A. Deemed<br>Execution Date, if<br>any<br>(Month/Day/Year) | 3.<br>Transaction<br>Code<br>(Instr. 8) | 4. Securities Acquired<br>(A) or Disposed of<br>(D)<br>(Instr. 3, 4 and 5) | 5. Amount of<br>Securities<br>Beneficially<br>Owned<br>Following<br>Reported<br>Transaction(s)<br>(Instr. 3 and 4) | 6. Ownership<br>Form: Direct<br>(D) or<br>Indirect (I)<br>(Instr. 4) | 7. Nature of<br>Indirect<br>Beneficial<br>Ownership<br>(Instr. 4) |
|---------------------------------------|-----------------------------------------|-------------------------------------------------------------|-----------------------------------------|----------------------------------------------------------------------------|--------------------------------------------------------------------------------------------------------------------|----------------------------------------------------------------------|-------------------------------------------------------------------|
|                                       |                                         |                                                             | Code                                    | V                                                                          | Amount<br>(1)                                                                                                      | (A)<br>or<br>(D)                                                     | Price                                                             |
| Common<br>Stock                       | 12/16/2007                              |                                                             | M                                       |                                                                            | 1,007                                                                                                              | A                                                                    | \$ 0                                                              |
| Common<br>Stock                       | 12/16/2007                              |                                                             | F                                       |                                                                            | 329                                                                                                                | D                                                                    | \$ 18.3                                                           |

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  
number.**

SEC 1474  
(9-02)

# Edgar Filing: ADC TELECOMMUNICATIONS INC - Form 4

**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 Underlying Security (Instr. 3 and 4) |                           |              |
|----------------------------------------------------------|--------------------------------------------------------|--------------------------------------|----------------------------------------------------|--------------------------------|-----------------------------------------------------------------------------------------|----------------------------------------------------------|-------|---------------------------------------------------|---------------------------|--------------|
|                                                          |                                                        |                                      |                                                    | Code                           | V                                                                                       | (A)                                                      | (D)   | Date Exercisable                                  | Expiration Date           | Title        |
| Incentive Stock Option (right to buy) <sup>(2)</sup>     | \$ 17.76                                               | 12/17/2007                           |                                                    | A                              |                                                                                         | 4,122                                                    |       | <sup>(2)</sup>                                    | 12/17/2014 <sup>(2)</sup> | Common Stock |
| Non-Qualified Stock Option (right to buy) <sup>(3)</sup> | \$ 17.76                                               | 12/17/2007                           |                                                    | A                              |                                                                                         | 9,310                                                    |       | <sup>(3)</sup>                                    | 12/17/2014 <sup>(3)</sup> | Common Stock |
| Restricted Stock Unit (12-04)                            | <sup>(1)</sup>                                         | 12/16/2007                           |                                                    | M                              |                                                                                         |                                                          | 1,007 | <sup>(1)</sup>                                    | <sup>(1)</sup>            | Common Stock |
| Restricted Stock Unit (12-07) P <sup>(4)</sup>           | <sup>(4)</sup>                                         | 12/17/2007                           |                                                    | A                              |                                                                                         | 6,717                                                    |       | <sup>(4)</sup>                                    | <sup>(4)</sup>            | Common Stock |
| Restricted Stock Unit (12-07) T <sup>(5)</sup>           | <sup>(5)</sup>                                         | 12/17/2007                           |                                                    | A                              |                                                                                         | 4,478                                                    |       | <sup>(5)</sup>                                    | <sup>(5)</sup>            | Common Stock |

## Reporting Owners

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

## Signatures

JEFFREY D  
PFLAUM  
12/18/2007

<sup>(1)</sup>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) Represents vesting of one-half of amount outstanding from a grant of Phantom Stock Units issued on 12/16/04 under the ADC Telecommunications, Inc. Global Stock Incentive Plan. From this amount vested the Company has made a withholding of shares also reflected on this Form 4 to pay tax liabilities. The remaining unvested units are subject to forfeiture and will vest on 12/16/08. The Phantom Stock Units will be settled one-for-one in shares of common stock upon vesting.

(2) Grant date 12/17/07; incentive stock options from this transaction vest one-quarter per year beginning on December 17, 2008.

(3) Grant date 12/17/07; non-qualified stock options from this transaction vest one-quarter per year beginning on December 17, 2008.

The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Vesting of these units occurs approximately one month after the third anniversary of the date of the grant based on the extent to which the Company attains certain performance goals at the end of a three year measurement period. Based on the Company's level of performance during this three year measurement period, the units will be settled in shares of common stock upon vesting in amounts ranging anywhere from zero to two times the number of units.

(5) 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 shares of common stock upon vesting.

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.