

ADC TELECOMMUNICATIONS INC
Form 4
December 18, 2007

FORM 4

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

OMB APPROVAL

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

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 *
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
 Officer (give title below) _____ Other (specify below)
VP & GENERAL COUNSEL

MINNEAPOLIS, 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)
			Code	V Amount (D) Price			
Common Stock	12/16/2007		M	1,007 (1) A \$ 0	17,348	D	
Common Stock	12/16/2007		F	329 D \$ 18.3	17,019	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 Underlying Security (Instr. 3 and 4)
Incentive Stock Option (right to buy) ⁽²⁾	\$ 17.76	12/17/2007		A	4,122	⁽²⁾ 12/17/2014	Common Stock
Non-Qualified Stock Option (right to buy) ⁽³⁾	\$ 17.76	12/17/2007		A	9,310	⁽³⁾ 12/17/2014	Common Stock
Restricted Stock Unit (12-04)	⁽¹⁾	12/16/2007		M	1,007	⁽¹⁾ ⁽¹⁾	Common Stock
Restricted Stock Unit (12-07) P ⁽⁴⁾	⁽⁴⁾	12/17/2007		A	6,717	⁽⁴⁾ ⁽⁴⁾	Common Stock
Restricted Stock Unit (12-07) T ⁽⁵⁾	⁽⁵⁾	12/17/2007		A	4,478	⁽⁵⁾ ⁽⁵⁾	Common Stock

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 12/18/2007

⁽¹⁾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.

(4) 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.

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