

ADC TELECOMMUNICATIONS INC  
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 \*  
**MATHEWS JAMES G**

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 & CFO**

**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 <sup>(1)</sup>	01/09/2010		M		2,800	A	\$ 6.73
Common Stock	01/09/2010		F		1,089	D	\$ 6.73
Common Stock <sup>(2)</sup>	01/09/2010		M		2,800	A	\$ 6.73
Common Stock	01/09/2010		F		1,089	D	\$ 6.73
Common Stock <sup>(3)</sup>							2,990

By 401(k) Plan

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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. Price or Value of Underlying Securities (Instr. 3 and 4)
Restricted Stock Unit (12-06) P	(1)	01/09/2010		M	2,800	(1) (1)	Common Stock	2,800
Restricted Stock Unit (12-06) T	(2)	01/09/2010		M	2,800	(2) (2)	Common Stock	2,800
401(k) Excess Plan Phantom Stock Units	(4)					(4) (4)	Common Stock	3,544

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
MATHEWS JAMES G 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP & CFO	

## Signatures

/s/ James G. Mathews 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 owns units in the ADC Stock Fund (the "Fund") in the ADC Telecommunications, Inc. Retirement Savings Plan 401(k) (the "Plan"). These units represented 2990 shares of ADC common stock as of December 31, 2009. The number of shares of common stock in the Fund will vary because the Fund is a pooled account consisting of ADC common stock and an investment of up to 2% of the Fund in money market securities that serves as a cash reserve.
  - (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. 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.