

ADC TELECOMMUNICATIONS INC
 Form 4
 December 19, 2005

FORM 4

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

OMB APPROVAL

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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 *
 SWITZ ROBERT E

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)
 12/15/2005

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRES & CEO

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 Indirect Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | Code | V | Amount | (A) or (D) | Price |
| Common Stock | 12/16/2005 | | M | | 12,500 | A | \$ 0 |
| Common Stock | 12/16/2005 | | F | | 5,295 | D | \$ 24.04 |
| | | | | | | | 144,300 |
| | | | | | | | 139,005 ⁽¹⁾ |

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 (Instr. 3 and 4) | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|--------|--|-----------------|--------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
| Incentive Stock Option (right to buy) | \$ 23.91 | 12/15/2005 | | A | | 4,182 | | <u>(2)</u> | 12/15/2015 | Common Stock |
| Non-Qualified Stock Option (right to buy) | \$ 23.91 | 12/15/2005 | | A | | 120,818 | | <u>(2)</u> | 12/15/2015 | Common Stock |
| Restricted Stock Unit (12-04) | <u>(3)</u> | 12/16/2005 | | M | | | 12,500 | <u>(3)</u> | <u>(3)</u> | Common Stock |
| Restricted Stock Unit (12-05) | <u>(4)</u> | 12/15/2005 | | A | | 62,500 | | <u>(4)</u> | <u>(4)</u> | Common Stock |
| Incentive Stock Option (right to buy) | \$ 15.82 | | | | | | | <u>(6)</u> | 11/27/2012 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 18.76 | | | | | | | <u>(7)</u> | 12/16/2014 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 30.59 | | | | | | | <u>(8)</u> | 11/01/2011 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 42.875 | | | | | | | <u>(9)</u> | 11/02/2008 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 61.25 | | | | | | | <u>(10)</u> | 11/04/2007 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 83.7816 | | | | | | | <u>(11)</u> | 11/01/2009 | Common Stock |
| Incentive Stock Option (right to buy) | \$ 155.3125 | | | | | | | <u>(12)</u> | 11/01/2010 | Common Stock |
| Non-Qualified Stock Option | \$ 15.82 | | | | | | | <u>(6)</u> | 11/27/2012 | Common Stock |

| | | | | | |
|---|----------------|------|------------|-----------------|--|
| (right to buy) | | | | | |
| Non-Qualified Stock Option (right to buy) | \$ 17.43 | (13) | 08/29/2013 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 18.76 | (7) | 12/16/2014 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 30.59 | (8) | 11/01/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 42.875 | (9) | 11/02/2008 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 53.76 | (14) | 05/31/2011 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 57.9691 | (15) | 10/31/2007 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 61.25 | (10) | 11/04/2007 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 64.3125 | (16) | 11/18/2006 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 83.4575 | (17) | 10/29/2009 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 83.7816 | (11) | 11/01/2009 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 149.625 | (18) | 10/31/2010 | Common Stock | |
| Non-Qualified Stock Option (right to buy) | \$ 155.3125 | (12) | 11/01/2010 | Common Stock | |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--------------------------------|---------------|-----------|------------|-------|
| | Director | 10% Owner | Officer | Other |
| | | | PRES & CEO | |

SWITZ ROBERT E
 13625 TECHNOLOGY DRIVE
 MINNEAPOLIS, MN 55344

Signatures

Robert E. Switz 12/19/2005

 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) The reporting person also indirectly beneficially owns 7,588 shares of ADC Telecommunications, Inc. common stock through the ADC Telecommunications, Inc. Retirement Savings Plan (401k). The information herein is based on a plan statement dated as of 9/30/05.
- (2) Grant date 12/15/05; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. In the aggregate, options will vest one-quarter per year beginning December 15, 2006.

Represents vesting of one-quarter of a grant of Phantom Stock Units issued on 12/16/04 under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are subject to forfeiture and will vest one-third per year beginning December 16, 2006. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting. This grant was previously reported as covering 350,000 shares, but was adjusted to reflect the reverse stock split on May 10, 2005.
- (3) Phantom Stock Units issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Generally, full vesting of these units occurs upon the attainment of certain performance goals by the Company at the end of a three-year measurement period. If the Company does not meet the specified performance goals, the award is forfeited. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting.
- (4) The reporting person also indirectly owns 3,578 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and 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 9/30/05. On 5/10/2005, the registrant undertook a reverse 1-for-7 split of its common stock. The reporting person's holdings through the ADC 401k Excess Plan had previously been reported as 25,045 phantom stock units, but have been adjusted to reflect the split.
- (5) Grant date 11/27/02; options are 100% exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 674,000 shares at an exercise price of \$2.26 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (6) Grant date 12/16/04; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. In the aggregate, options will vest one-quarter per year beginning December 16, 2005. These options were previously reported as covering a total of 1,000,000 shares at an exercise price of \$2.68 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (7) Grant date 11/1/01; options are 100% exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 362,840 shares at an exercise price of \$4.37 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (8) Grant date 11/2/98; options are 100% exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 150,000 shares at an exercise price of \$6.125 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (9) Grant date 11/4/97; options are 100% exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 162,000 shares at an exercise price of \$8.75 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (10) Grant date 11/1/99; options are 100% Exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 150,000 shares at an exercise price of \$11.9688 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (11) Grant date 11/1/00; options are 100% exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 130,000 shares at an exercise price of \$22.1875 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (12)

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- (13) Grant date 8/29/03; option will vest one-third on 8/13/04 and one-eighth of the remaining options will vest quarterly thereafter. These options were previously reported as covering a total of 1,200,000 shares at an exercise price of \$2.49 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (14) Grant date 5/31/01; options are 100% exercisable. These options were previously reported as covering a total of 150,000 shares at an exercise price of \$7.68 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (15) Grant date 10/31/97; options are 100% exercisable. These options were previously reported as covering a total of 30,160 shares at an exercise price of \$8.2813 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (16) Grant date 11/18/96; options are 100% exercisable. These options were previously reported as covering a total of 41,368 shares at an exercise price of \$9.1875 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (17) Grant date 10/29/99; options are 100% exercisable. These options were previously reported as covering a total of 35,420 shares at an exercise price of \$11.9225 per share, but have been adjusted to reflect the stock split on May 10, 2005.
- (18) Grant date 10/31/00; options are 100% exercisable. These options were previously reported as covering a total of 39,807 shares at an exercise price of \$21.3750 per share, but have been adjusted to reflect the stock split on May 10, 2005.

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.