ADC TELECOMMUNICATIONS INC
Form 4
January 12, 2010

FORM 4

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

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

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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).

(Print or Type Responses)

1. Name and Address of Reporting Person *
MATHEWS JAMES G

(Last) (First) (Middle)

13625 TECHNOLOGY DRIVE

(Street)

MINNEAPOLIS, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ADC TELECOMMUNICATIONS INC [ADCT]

3. Date of Earliest Transaction (Month/Day/Year)
01/09/2010

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

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP & CFO

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ 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 Indirect Beneficial Ownership (Instr. 4)
			Code	V	Amount	(A) or (D)	Price			
Common Stock (1)	01/09/2010		M		2,800	A	$ 6.73	10,300	D	
Common Stock	01/09/2010		F		1,089	D	$ 6.73	9,211	D	
Common Stock (2)	01/09/2010		M		2,800	A	$ 6.73	12,011	D	
Common Stock	01/09/2010		F		1,089	D	$ 6.73	10,922	D	
Common Stock (3)								2,990	I	By 401(k) Plan

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

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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 Amount of Underlying Securities (Instr. 3 and 4)		8. Pr Deriv Secu (Inst
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
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).

(1) 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.

(2) 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.

(3) 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.

(4) 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.

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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