

ADC TELECOMMUNICATIONS INC
 Form 4
 December 17, 2008

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 *
 NICHOLSON HILTON M

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)
 12/15/2008

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 PRESIDENT NETWORK SOLUTIONS

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 |

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)

Table II - Derivative Securities Acquired, Disposed of, or Beneficially Owned (e.g., puts, calls, warrants, options, convertible securities)

| 1. Title of Derivative Security | 2. Conversion or Exercise | 3. Transaction Date (Month/Day/Year) | 3A. Deemed Execution Date, if any | 4. Transaction Code | 5. Number of Derivative Securities | 6. Date Exercisable and Expiration Date (Month/Day/Year) | 7. Title and Underlying Security (Instr. 3 and 4) |
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|
|---------------------------------|---------------------------|--------------------------------------|-----------------------------------|---------------------|------------------------------------|--|---|

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| (Instr. 3) | Price of Derivative Security | (Month/Day/Year) | (Instr. 8) | Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5) | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title |
|---|------------------------------------|------------------|------------|--|------|---|---------------------------|-----|---------------------------|-----------------|-----------------|
| Restricted Stock Unit (12-08) T | \$ 0 ⁽¹⁾ | 12/15/2008 | A | 21,000 | | | <u>(1)</u> | | <u>(1)</u> | | Common Stock |
| Incentive Stock Option (Right to Buy) | \$ 4.85 ⁽²⁾ | 12/15/2008 | A | 19,096 | | | 12/15/2009 ⁽²⁾ | | 12/15/2015 ⁽²⁾ | | Common Stock |
| Non-qualified Stock Option (Right to Buy) | \$ 4.85 ⁽³⁾ | 12/15/2008 | A | 33,404 | | | 12/15/2009 ⁽³⁾ | | 12/15/2015 ⁽³⁾ | | Common Stock |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------------------|-------|
| | Director | 10% Owner | Officer | Other |
| NICHOLSON HILTON M 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344 | | | PRESIDENT NETWORK SOLUTIONS | |

Signatures

/s/ Hilton D.
Nicholson

12/16/2008

 **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).

- Grant date 12/15/08; time based restricted stock units that vest fully on the third anniversary of the date of grant. These units of restricted
- (1) stock will be settled one-for-one in shares of common stock upon vesting, provided that the reporting person remains an employee of the company on the vesting date.
- (2) Grant date 12/15/08; incentive stock options that vest one-quarter per year beginning on the first anniversary of the date of grant. Any unvested portions are subject to forfeiture upon termination of employment.
- (3) Grant date 12/15/08; non-qualified stock options that vest one-quarter per year beginning on the first anniversary of the date of grant. Any unvested portions are subject to forfeiture upon termination of employment.

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.