

ADC TELECOMMUNICATIONS INC
 Form 4
 June 04, 2007

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 *
 Nemitz Steven Gary

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)
 05/31/2007

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 V.P. CONTROLLER

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) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) | 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 Amount 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 | Amount or Number of Shares |
|---|------------------------------------|------------------|------------|---|------|---|-------|-----|---------------------|--------------------|-----------------|--|
| Non-Qualified Stock Option (right to buy) <u>(1)</u> | \$ 16.75 | 05/31/2007 | | | A | | 4,000 | | <u>(1)</u> | 05/31/2017 | Common Stock | 4,000 |
| Restricted Stock Unit (5-07) P <u>(2)</u> | <u>(2)</u> | 05/31/2007 | | | A | | 800 | | <u>(2)</u> | <u>(2)</u> | Common Stock | 800 |
| Restricted Stock Unit (5-07) T <u>(3)</u> | <u>(3)</u> | 05/31/2007 | | | A | | 800 | | <u>(3)</u> | <u>(3)</u> | Common Stock | 800 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|-----------------|-------|
| | Director | 10% Owner | Officer | Other |
| Nemitz Steven Gary 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344 | | | V.P. CONTROLLER | |

Signatures

STEVEN G
NEMITZ

06/04/2007

**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) Grant date 5/31/07; options from this transaction vest one-quarter per year beginning on May 31, 2008.

(2) The Restricted Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). Generally, full vesting of these units occurs approximately one month after the third anniversary of the date of grant if the Company attains certain performance goals at the end of a three year measurement period. These units will be settled one-for-one in shares of common stock upon vesting.

(3) The Restricted Stock Units were issued under the 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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