

Parran Richard B JR  
 Form 4  
 February 02, 2009

**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 \*  
 Parran Richard B JR

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)  
 01/30/2009

\_\_\_\_ Director \_\_\_\_\_ 10% Owner  
 Officer (give title below) \_\_\_\_\_ Other (specify below)  
 VP; PRES-NETWORK SOLUTIONS

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 Reported Transaction(s) (Instr. 3 and 4)	6. Ownership Form: Direct (D) or Indirect (I) (Instr. 4)	7. Nature of Ownership Indirect Beneficial 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 of 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
Incentive Stock Option (Right to Buy) 1-09 <sup>(1)</sup>	\$ 5.07	01/30/2009	A	7,500			01/30/2012		01/30/2016		Common Stock	7,500
Non-qualified Stock Option (Right to Buy) 1-09 <sup>(2)</sup>	\$ 5.07	01/30/2009	A	7,500			01/30/2010		01/30/2016		Common Stock	7,500
Restricted Stock Unit (1-09) T	\$ 0 <sup>(3)</sup>	01/30/2009	A	6,000			<u>(3)</u>		<u>(3)</u>		Common Stock	6,000

## Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Parran Richard B JR 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP; PRES-NETWORK SOLUTIONS	

## Signatures

/s/ Richard B.  
Parran Jr

02/02/2009

\*\*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 1/30/09; incentive stock options that vest one-half per year beginning on the third anniversary of the date of grant. Any unvested portions are subject to forfeiture upon termination of employment.
- (2) Grant date 1/30/09; non-qualified stock options that vest one-half 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 1/30/09; time based restricted stock units that vest fully on the third anniversary of the date of grant. These units of restricted 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.

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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