

ADC TELECOMMUNICATIONS INC

Form 4

December 20, 2006

FORM 4**UNITED STATES SECURITIES AND EXCHANGE COMMISSION
Washington, D.C. 20549**

OMB APPROVAL

OMB
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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 *
OWEN LAURA N

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)
12/18/2006

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP HR

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 Beneficial Ownership (Instr. 4)
			Code	V	Amount	(D)	Price

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

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information contained in this form are not
required to respond unless the form
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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	
Incentive Stock Option (right to buy) <u>(1)</u>	\$ 14.59	12/18/2006	A		6,500		<u>(1)</u>	12/18/2013	Common Stock	6,500	
Non-Qualified Stock Option (right to buy) <u>(1)</u>	\$ 14.59	12/18/2006	A		19,500		<u>(1)</u>	12/18/2013	Common Stock	19,500	
Restricted Stock Unit (12-06) P <u>(2)</u>	<u>(2)</u>	12/18/2006	A		13,000		<u>(2)</u>	<u>(2)</u>	Common Stock	13,000	
Restricted Stock Unit (12-06) T <u>(3)</u>	<u>(3)</u>	12/18/2006	A		13,000		<u>(3)</u>	<u>(3)</u>	Common Stock	13,000	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OWEN LAURA N 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP HR	

Signatures

LAURA N.
OWEN

12/19/2006

**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 12/18/06; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. Options from this transaction vest one-quarter per year beginning on December 18, 2007.
- (2) The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive 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 Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive 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

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shares of common stock upon vesting.

- (4) The reporting person also indirectly owns 4,991 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 9/30/06. The reporting person also indirectly owns 7,030 shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) ("ADC 401k") based on a plan statement dated as of 9/30/06.

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.