

ADC TELECOMMUNICATIONS INC
 Form 4
 December 09, 2010

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

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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 *
MATHEWS JAMES G

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)
12/08/2010

____ Director _____ 10% Owner
 Officer (give title below) _____ Other (specify below)
 VP, CFO

EDEN PRAIRIE, 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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|--|
| | | | | (A) or (D) | Price | | |
| Common Stock | 12/08/2010 | | D | 25,728 | D | 0 | D |
| | | | | | \$ | | |
| | | | | | (1) | | |
| Common Stock | 12/08/2010 | | D | 2,880 | D | 0 | I 401(k) |
| | | | | | \$ | | |
| | | | | | (2) | | |

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

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SEC 1474 (9-02)

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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) | | | |
|--|--|--------------------------------------|--|--------------------------------|---|--|----------------|---|-----------------|--------------|----------------------|
| | | | | Code | V | (A) | (D) | Date Exercisable | Expiration Date | Title | Amount Number Shares |
| Stock Option (Right to Buy) | \$ 22.39 | 12/08/2010 | | D | | | 14,000 (3) | (3) | 12/30/2015 | Common Stock | 14,000 |
| Stock Option (Right to Buy) | \$ 14.59 | 12/08/2010 | | D | | | 13,600 (3) | (3) | 12/18/2013 | Common Stock | 13,600 |
| Stock Option (Right to Buy) | \$ 18.4 | 12/08/2010 | | D | | | 14,000 (3) | (3) | 04/30/2014 | Common Stock | 14,000 |
| Stock Option (Right to Buy) | \$ 17.76 | 12/08/2010 | | D | | | 14,141 (3) | (3) | 12/17/2014 | Common Stock | 14,141 |
| Stock Option (Right to Buy) | \$ 17.76 | 12/08/2010 | | D | | | 19,359 (3) | (3) | 12/17/2014 | Common Stock | 19,359 |
| Stock Option (Right to Buy) | \$ 4.85 | 12/08/2010 | | D | | | 20,622 (3) | (3) | 12/15/2015 | Common Stock | 20,622 |
| Stock Option (Right to Buy) | \$ 4.85 | 12/08/2010 | | D | | | 129,378 (3) | (3) | 12/15/2015 | Common Stock | 129,378 |
| Stock Option (Right to Buy) | \$ 6 | 12/08/2010 | | D | | | 33,750 (3) | (3) | 11/23/2016 | Common Stock | 33,750 |
| Stock Option (Right to Buy) | \$ 6 | 12/08/2010 | | D | | | 11,250 (3) | (3) | 11/23/2016 | Common Stock | 11,250 |

Buy)

Restricted

Stock

(4)

12/08/2010

D

48,570

(5)

(5)

(5)

Common
Stock

72,527

Units

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|---|---------------|-----------|---------|-------|
| | Director | 10% Owner | Officer | Other |
| MATHEWS JAMES G 13625 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344 | | | VP, CFO | |

Signatures

/s/ James G.

12/08/2010

Mathews

**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) In connection with the acquisition of the Company by a wholly owned subsidiary of Tyco Electronics Ltd. ("TE") on December 8, 2010 (the "Acquisition") pursuant to an agreement and plan of merger dated July 12, 2010, as amended July 24, 2010 (the "Merger Agreement"), these shares of Company common stock were canceled and automatically converted into the right to receive \$12.75 per share in cash, without interest and less any applicable withholding taxes.

(2) In connection with the Acquisition, these units in the ADC Stock Fund in the ADC Telecommunications, Inc. 401(k) Retirement Savings Plan held by the reporting person representing shares of Company common stock were canceled and automatically converted into the right to receive \$12.75 per share in cash, without interest and less any applicable withholding taxes, if any.

(3) In connection with the Acquisition, this option vested in accordance with the terms of its applicable option award agreement, was assumed by TE and replaced with an option to purchase a number of shares of TE common stock based on a formula set forth in the Merger Agreement.

(4) Settled one-for-one in shares of Company common stock.

(5) In connection with the Acquisition, these restricted stock units were canceled in exchange for the right to receive an amount equal to the total number of shares of common stock represented by such restricted stock units at target multiplied by \$12.75 per share, less any applicable withholding taxes.

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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