

ADC TELECOMMUNICATIONS INC

Form 4

December 17, 2008

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

OMB APPROVAL

OMB
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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 *
Hartwell Kimberly Seymour2. 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
____X____ Officer (give title below) ____ Other (specify below)
VP, Global Go-To-Market

EDEN PRAIRIE, MN 55344

4. If Amendment, Date Original
Filed(Month/Day/Year)6. Individual or Joint/Group Filing(Check
Applicable Line)
____X____ 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.

**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		Am or Nu of S	
Restricted Stock Unit (12-08) T	\$ 0 <u>(1)</u>	12/15/2008	A		21,000		<u>(1)</u>	<u>(1)</u>	Common Stock		21	
Incentive Stock Option (Right to Buy)	\$ 4.85 <u>(2)</u>	12/15/2008	A		52,500		12/15/2009 <u>(2)</u>	12/15/2015 <u>(2)</u>	Common Stock		52	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Hartwell Kimberly Seymour 13625 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			VP, Global Go-To-Market	

Signatures

/s/ Kimberly S.
Hartwell 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.

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.