

Nemitz Steven Gary
Form 4
January 12, 2010

FORM 4

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

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

OMB APPROVAL

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(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)
01/09/2010

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

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)
Common Stock <u>(1)</u>	01/09/2010		M	V Amount (A) or (D) Price 843 A \$ 6.73	1,309	D	
Common Stock	01/09/2010		F	327 D \$ 6.73	982	D	
Common Stock <u>(2)</u>	01/09/2010		M	844 A \$ 6.73	1,826	D	
Common Stock	01/09/2010		F	328 D \$ 6.73	1,498	D	
Common Stock <u>(3)</u>					252	I	by 401(k)

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

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(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 (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)		8. Price of Derivative Security (Instr. 5)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit (12-06) P	<u>(1)</u>	01/09/2010		M		843		<u>(1)</u>	<u>(1)</u>	Common Stock	843	\$ 0
Restricted Stock Unit (12-06) T	<u>(2)</u>	01/09/2010		M		844		<u>(2)</u>	<u>(2)</u>	Common Stock	844	\$ 0

Reporting Owners

Relationships

Reporting Owner Name / Address

Director 10% Owner Officer Other

Nemitz Steven Gary
13625 TECHNOLOGY DRIVE
MINNEAPOLIS, MN 55344

VP CORPORATE CONTROLLER

Signatures

/s/ Steven Gary
Nemitz

01/12/2010

 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) Represents full vesting of Performance-Based Restricted Stock Units granted 12/18/06 and issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Pursuant to the reporting person's Award Agreement, these units vested on January 9, 2010 and will be

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settled one-for-one in shares of common stock.

Represents full vesting of Time-Based Restricted Stock Units granted 12/18/06 and issued under the ADC Telecommunications, Inc.

- (2) Global Stock Incentive Plan. Pursuant to the reporting person's Award Agreement, these units vested on January 9, 2010 and will be settled one-for-one in shares of common stock.
- (3) The reporting person indirectly owns shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) ("ADC 401k") based on a plan statement dated as of 12/31/09.

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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