

ADC TELECOMMUNICATIONS INC

Form 4

March 07, 2005

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 *
OBRIEN PATRICK D

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)
03/03/2005

____ Director ____ 10% Owner
☒ Officer (give title below) ____ Other (specify below)
VP, PRES GLOBAL CONNECTIVITY

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 (A) or (D)	Price	
Common Stock	03/03/2005		M		7,291	A \$ 0	100,995 D
Common Stock ⁽¹⁾	03/03/2005		F		2,836	D \$ 2.32	98,159 D

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
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(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)	8. Price or Value of Underlying Securities (Instr. 3 and 4)
Phantom Stock Unit	(2)	03/03/2005		M	7,291	(2) (2)	Common Stock	7,291 \$

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
OBRIEN PATRICK D 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP, PRES GLOBAL CONNECTIVITY	

Signatures

By: Jeffrey D. Pflaum For: Patrick D. O'Brien 03/07/2005

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).

The reporting person also indirectly beneficially owns 15,892 shares of ADC Telecommunications, Inc. common stock through the ADC (1) Telecommunications, Inc. Retirement Savings Plan (401k), pursuant to a plan statement dated as of 12/31/04; and 17,307 shares through the Global Employee Stock Purchase Plan, based on a plan statement dated as of 9/30/04.

Represents vesting of one-quarter of a grant of Phantom Stock Units issued on 3/3/04 under the ADC Telecommunications, Inc. Global (2) Stock Incentive Plan. The remaining unvested units are subject to forfeiture and will vest one-third per year beginning 3/3/06. Vested units of phantom stock are settled, one-for-one, in shares of common stock.

The reporting person also indirectly owns 319 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and are (3) 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 12/31/04.

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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