OBRIEN PATRICK D
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

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

(Print or Type Responses)

1. Name and Address of Reporting Person *
OBRIEN PATRICK D

(Last) (First) (Middle)

13625 TECHNOLOGY DRIVE

(Street)

EDEN PRAIRIE, MN 55344

(City) (State) (Zip)

2. Issuer Name **and** Ticker or Trading Symbol
ADC TELECOMMUNICATIONS INC [ADCT]

3. Date of Earliest Transaction (Month/Day/Year)
12/08/2010

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

_____ Director _____ 10% Owner
__X__ Officer (give title below) _____ Other (specify below)
VP, President GCS

6. Individual or Joint/Group Filing(Check Applicable Line)
_X_ Form filed by One Reporting Person
___ Form filed by More than One Reporting Person

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	12/08/2010		D		48,637	D	$ 12.75 (1)	0	D	
Common Stock	12/08/2010		D		5,300	D	$ 12.75 (2)	0	I	401(k)

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

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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 (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 or Number of Shares
Stock Option (Right to Buy)	$ 15.82	12/08/2010		D			6,747 (3)	(3)	11/27/2012	Common Stock	6,747
Stock Option (Right to Buy)	$ 15.82	12/08/2010		D			14,681 (3)	(3)	11/27/2012	Common Stock	14,681
Stock Option (Right to Buy)	$ 19.67	12/08/2010		D			18,530 (3)	(3)	12/30/2013	Common Stock	18,530
Stock Option (Right to Buy)	$ 20.44	12/08/2010		D			9,375 (3)	(3)	03/03/2014	Common Stock	9,375
Stock Option (Right to Buy)	$ 20.44	12/08/2010		D			3,125 (3)	(3)	03/03/2014	Common Stock	3,125
Stock Option (Right to Buy)	$ 18.76	12/08/2010		D			5,909 (3)	(3)	12/16/2014	Common Stock	5,909
Stock Option (Right to Buy)	$ 18.76	12/08/2010		D			9,548 (3)	(3)	12/16/2014	Common Stock	9,548
Stock Option (Right to Buy)	$ 23.91	12/08/2010		D			4,182 (3)	(3)	12/15/2015	Common Stock	4,182
Stock Option	$ 23.91	12/08/2010		D			13,818 (3)	(3)	12/15/2015	Common Stock	13,818

(Right to Buy)									
Stock Option (Right to Buy)	$ 14.59	12/08/2010		D	6,854 (3)	(3)	12/18/2013	Common Stock	6,854
Stock Option (Right to Buy)	$ 14.59	12/08/2010		D	26,346 (3)	(3)	12/18/2013	Common Stock	26,346
Stock Option (Right to Buy)	$ 17.76	12/08/2010		D	5,583 (3)	(3)	12/17/2014	Common Stock	5,583
Stock Option (Right to Buy)	$ 17.76	12/08/2010		D	16,750 (3)	(3)	12/17/2014	Common Stock	16,750
Stock Option (Right to Buy)	$ 4.85	12/08/2010		D	17,050 (3)	(3)	12/15/2015	Common Stock	17,050
Stock Option (Right to Buy)	$ 4.85	12/08/2010		D	50,450 (3)	(3)	12/15/2015	Common Stsock	50,450
Stock Option (Right to Buy)	$ 6	12/08/2010		D	34,474 (3)	(3)	11/23/2016	Common Stock	34,474
Stock Option (Right to Buy)	$ 6	12/08/2010		D	15,526 (3)	(3)	11/23/2016	Common Stock	15,526
Stock Option (Right to Buy)	$ 19.81	12/08/2010		D	16,304 (3)	(3)	12/29/2010	Common Stock	16,304
Restricted Stock Units	(4)	12/08/2010		D	79,635 (5)	(5)	(5)	Common Stock	103,944

Reporting Owners

Reporting Owner Name / Address	Relationships

	Director	10% Owner	Officer	Other
OBRIEN PATRICK D 13625 TECHNOLOGY DRIVE EDEN PRAIRIE, MN 55344			VP, President GCS	

Signatures

/s/ Patrick D. O'Brien	12/08/2010
**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) 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.

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