

ADC TELECOMMUNICATIONS INC
Form 4
December 19, 2006

FORM 4

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

OMB APPROVAL

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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 *
HEMMADY GOKUL V

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)
12/16/2006

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

MINNEAPOLIS, MN 55344

(City) (State) (Zip)

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

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 Ownership (Instr. 4) |
|---------------------------------|--------------------------------------|--|--------------------------------|---|---|--|-----------------------------------|
| | | | | (A) or (D) Code V | Amount or Price | | |
| Common Stock | 12/16/2006 | | M | | 2,293 (1) | A | \$ 0 20,212 D |
| Common Stock | 12/16/2006 | | F | | 749 | D | \$ 14.89 19,463 D |
| Common Stock | 12/16/2006 | | J | | 929 (2) | D | \$ 13.92 18,534 D |

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

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SEC 1474 (9-02)

number.

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. Pr Deriv Secur (Instr | |
|--|--|--------------------------------------|--|--------------------------------|---|--|---|--------------------------|----------------------------|
| | | | | | | Date Exercisable | Expiration Date | Title | Amount or Number of Shares |
| | | | | Code | V (A) (D) | | | | |
| Restricted Stock Unit (12-04) | (1) | 12/16/2006 | | M | 2,293 | (1) (1) | | Common Stock | 2,293 |

Reporting Owners

| Reporting Owner Name / Address | Relationships | | | |
|--|---------------|-----------|-------------|-------|
| | Director | 10% Owner | Officer | Other |
| HEMMADY GOKUL V 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344 | | | VP & CFO | |

Signatures

GOKUL V.
HEMMADY 12/19/2006

**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 vesting of one-third of a grant of Phantom Stock Units issued on 12/16/04 under the ADC Telecommunications, Inc. Global Stock Incentive Plan. From this amount vested the Company has made a withholding of shares also reflected on this Form 4 to pay tax liabilities. The remaining unvested units are subject to forfeiture and will vest one-half per year beginning on 12/16/07. The Phantom Stock Units will be settled one-for-one one in shares of common stock upon vesting.

(2) In a Form 4 dated November 1, 2002, the reporting person surrendered shares for payment of a tax obligation. However, the surrendered shares were not subtracted from the reporting person's total holding. Therefore, the amount of securities beneficially owned as reflected in this Form 4 has been reduced by 929 shares (the amount of the surrender as adjusted to reflect the 1:7 reverse stock split dated May 10, 2005).

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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