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ADC TELECOMMUNICATIONS INC

Form 4 March 07, 2005

FORM 4

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

STATEMENT OF CHANGES IN BENEFICIAL OWNERSHIP OF

SECURITIES

OMB Number:

OMB APPROVAL

3235-0287

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subject to Section 16. Form 4 or Form 5 obligations

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if no longer

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 may continue. 30(h) of the Investment Company Act of 1940 See Instruction

1(b).

Stock (1)

(Print or Type Responses)

1. Name and AANDERSO	Symbol ADC	2. Issuer Name and Ticker or Trading Symbol ADC TELECOMMUNICATIONS INC [ADCT]				5. Relationship of Reporting Person(s) to Issuer (Check all applicable)				
(Last) 13625 TEC	(First) (I	Middle) 3. Date (Month.	3. Date of Earliest Transaction (Month/Day/Year) 03/03/2005				Director 10% Owner _X_ Officer (give title Other (specify below) VP & Pres Professional Service			
MINNEAP	(Street) OLIS, MN 55344	Filed(M	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)		Pate, if Transaction(A) or Disposed of (D) Code (Instr. 3, 4 and 5)				Beneficially (D) or Beneficial Owned Indirect (I) Ownership Following (Instr. 4) (Instr. 4) Reported Transaction(s) (Instr. 3 and 4)			
Common Stock	03/03/2005		M	12,500	A	\$ 0	97,831	D		
Common Stock (1)	03/03/2005		F	4,862	D	\$ 2.32	92,969	D		

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

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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. Transacti Code (Instr. 8)	5. Number of orDerivative 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 I S (
				Code V	(A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares	
Restricted Stock Unit	(2)	03/03/2005		M	12,500	(2)	<u>(2)</u>	Common Stock	12,500	

Reporting Owners

Reporting Owner Name / Address Relationships

Director 10% Owner Officer Other

ANDERSON JOANNE M 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344

VP & Pres Professional Service

De

(In

Signatures

JoAnne M. 03/07/2005 Anderson

**Signature of Date
Reporting Person

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 22,703 shares of ADC Telecommunications, Inc. common stock through the ADC Telecommunications, Inc. Retirement Savings Plan (401k). This information is based on a plan statement dated as of 12/31/04.
- 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 8,150 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and (3) are 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. 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.

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