

QUAY MARY E
Form 4
December 19, 2005

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 *
QUAY MARY E

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)
12/15/2005

____ Director
 Officer (give title below)
____ 10% Owner
____ Other (specify below)
VP OPTS

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 Ownership (Instr. 4)
				(A) or (D)	Price		
Common Stock	12/16/2005		M	1,007	A \$ 0	9,716	D
Common Stock	12/16/2005		F	329	D \$ 24.04	9,387 ⁽¹⁾	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)

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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 Underlying Security (Instr. 3 and 4)		
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title
Incentive Stock Option (right to buy)	\$ 23.91	12/15/2005		A		3,625		<u>(2)</u>	12/15/2015	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 23.91	12/15/2005		A		10,875		<u>(2)</u>	12/15/2015	Common Stock
Restricted Stock Unit (12-04)	<u>(3)</u>	12/16/2005		M		1,007		<u>(3)</u>	<u>(3)</u>	Common Stock
Restricted Stock Unit (12-05)	<u>(4)</u>	12/15/2005		A		7,250		<u>(4)</u>	<u>(4)</u>	Common Stock
Incentive Stock Option (right to buy)	\$ 15.82							<u>(6)</u>	11/27/2012	Common Stock
Incentive Stock Option (right to buy)	\$ 18.76							<u>(7)</u>	12/16/2014	Common Stock
Incentive Stock Option (right to buy)	\$ 20.44							<u>(8)</u>	03/03/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 15.82							<u>(6)</u>	11/27/2012	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 18.76							<u>(7)</u>	12/16/2014	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 19.81							<u>(9)</u>	12/29/2010	Common Stock
Non-Qualified Stock Option (right to buy)	\$ 20.44							<u>(8)</u>	03/03/2014	Common Stock

Phantom Stock Unit	<u>(10)</u>	<u>(10)</u>	<u>(10)</u>	Common Stock
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Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
QUAY MARY E 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP OPTS	

Signatures

Mary E. Quay	12/19/2005
<small>**Signature of Reporting Person</small>	<small>Date</small>

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) On May 10, 2005, ADC Telecommunications, Inc. undertook a reverse 1-for-7 split of its common stock. The reporting person's beneficial direct holdings had previously been reported as 66,412 shares, but have been adjusted to reflect the reverse stock split. The reporting person also indirectly beneficially owns 1,852 shares through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) based on a plan statement dated as of 9/30/05. The reporting persons holdings through the ADC Telecommunications, Inc. Retirement Savings Plan (401k) had previously been reported as 12,906 shares, but have been adjusted to reflect the reverse stock split on May 10, 2005.
 - (2) Grant date 12/15/05; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. In the aggregate, options will vest one-quarter per year beginning December 15, 2006.
 - (3) Represents vesting of one-quarter of a grant of Phantom Stock Units issued on 12/16/04 under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are subject to forfeiture and will vest one-third per year beginning December 16, 2006. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting. This grant was previously reported as covering 28,200 shares, but was adjusted to reflect the reverse stock split on May 10, 2005.
 - (4) Phantom Stock Units issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan. Generally, full vesting of these units occurs upon the attainment of certain performance goals by the Company at the end of a three-year measurement period. If the Company does not meet the specified performance goals, the award is forfeited. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting.
 - (5) The reporting person also indirectly owns 7,947 phantom stock units which were accrued under the registrant's 401(k) Excess Plan and 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 9/30/05. On 5/10/2005, the registrant undertook a reverse 1-for-7 split of its common stock. The reporting person's holdings through the ADC 401k Excess Plan had previously been reported as 55,627 phantom stock units, but have been adjusted to reflect the split.
 - (6) Grant date 11/27/02; options are 100% exercisable. Options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. These options were previously reported as covering a total of 188,000 shares at an exercise price of \$2.26 per share, but have been adjusted to reflect the stock split on May 10, 2005.
 - (7) Grant date 12/16/04; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. In the aggregate, options will vest one-quarter per year beginning December 16, 2005. These options were previously reported as covering a total of 84,700 shares at an exercise price of \$2.68 per share, but have been adjusted to reflect the stock split on May 10, 2005.
 - (8) Grant date 3/3/04; options were granted in the same transaction and have been split into an incentive stock option and a non-qualified option for tax purposes. In the aggregate, options will vest one-quarter per year beginning March 3, 2005. These options were previously reported as covering a total of 87,500 shares at an exercise price of \$2.92 per share, but have been adjusted to reflect the stock split on May 10, 2005.

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(9) Grant date 12/29/03; options become exercisable in four equal installments commencing six months after the grant date and on each six month anniversary thereafter. These options were previously reported as 16 separate grants covering a total of 167,195 shares at an exercise price of \$2.83 per share. Because the options all have the same exercise price and vesting schedule they are now being reported on a consolidated basis. The reporting has also been adjusted to reflect ADC's 1-for-7 reverse stock split that became effective on May 10, 2005.

(10) The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are subject to forfeiture and will vest one-third per year beginning March 3, 2006. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting. This grant was previously reported as covering 29,167 shares, with a balance of 21,876 as of 3/3/05 remaining subject to forfeiture, but was adjusted to reflect the reverse stock split on 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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