

ADC TELECOMMUNICATIONS INC

Form 4

December 17, 2004

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 *
PRATT MICHAEL

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)
12/16/2004

____ Director ____ 10% Owner
____X____ Officer (give title ____ Other (specify
below) below)
VP; PRES. WIRELESS & WIRELINE

MINNEAPOLIS, MN 55344

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)	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	(D)	Price

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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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	2. Conversion or Exercise	3. Transaction Date (Month/Day/Year)	3A. Deemed Execution Date, if any	4. Transaction Code	5. Number of Derivative Securities	6. Date Exercisable and Expiration Date (Month/Day/Year)	7. Title and Amount Underlying Security (Instr. 3 and 4)
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(Instr. 3)	Price of Derivative Security	(Month/Day/Year)	(Instr. 8)	Acquired (A) or Disposed of (D) (Instr. 3, 4, and 5)						
			Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Incentive Stock Option (right to buy)	\$ 2.68	12/16/2004	A		58,917		(1)	12/16/2014	Common Stock	58,917
Non-Qualified Stock Option (right to buy)	\$ 2.68	12/16/2004	A		31,783		(1)	12/16/2014	Common Stock	31,783
Restricted Stock Unit (12-04)	(2)	12/16/2004	A		30,300		(2)	(2)	Common Stock	30,300

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
PRATT MICHAEL 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344			VP; PRES. WIRELESS & WIRELINE	

Signatures

Michael K. Pratt 12/17/2004

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) 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.

The Phantom Stock Units were issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan (the "Plan"). The units are
(2) subject to forfeiture and will vest one-quarter per year beginning December 16, 2005. The units of phantom stock will be settled, one-for-one, in shares of common stock upon vesting.

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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