

ADC TELECOMMUNICATIONS INC

Form 4

March 10, 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 *
 CASTLE JAMES C

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)
 03/08/2006

☒ Director ☐ 10% Owner
☐ Officer (give title below) ☐ Other (specify below)

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) Code V Amount Price			
Common Stock					3,062	D	

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)

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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 Underlying Security (Instr. 3 and 4)			
				Code	V	(A)	(D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Non-Qualified Stock Option (right to buy)	\$ 24.18	03/08/2006		A	2,770			03/08/2007	03/08/2016	Common Stock	2,770
Restricted Stock Unit (3-06)	<u>(1)</u>	03/08/2006		A	1,032			<u>(1)</u>	<u>(1)</u>	Common Stock	1,032
Non-Qualified Stock Option (right to buy)	\$ 15.68							03/05/2004	03/05/2013	Common Stock	3,500
Non-Qualified Stock Option (right to buy)	\$ 16.17							03/02/2006	03/02/2015	Common Stock	4,100
Non-Qualified Stock Option (right to buy)	\$ 20.44							01/01/2005	03/03/2014	Common Stock	3,500
Non-Qualified Stock Option (right to buy)	\$ 25.34							02/20/2003	02/20/2012	Common Stock	3,500
Non-Qualified Stock Option (right to buy)	\$ 29.75							04/01/2003	04/01/2012	Common Stock	1,700
Non-Qualified Stock Option (right to buy)	\$ 49.2191							<u>(2)</u>	04/01/2007	Common Stock	1,500
Non-Qualified Stock Option (right to buy)	\$ 69.5625							02/24/2000	02/24/2009	Common Stock	4,500
Non-Qualified Stock Option (right to buy)	\$ 77.875							02/28/2002	02/28/2011	Common Stock	1,700
Non-Qualified Stock Option (right to buy)	\$ 154							02/23/2001	02/23/2010	Common Stock	3,400

Restricted Stock Unit (3-04)	<u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	1,2
Restricted Stock Unit (3-05)	<u>(3)</u>	<u>(3)</u>	<u>(3)</u>	Common Stock	1,5

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
CASTLE JAMES C 13625 TECHNOLOGY DRIVE MINNEAPOLIS, MN 55344	X			

Signatures

James C. Castle 03/09/2006

 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) These are Phantom Stock Units issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan in a transaction exempt under Rule 16b-3. The units of phantom stock will be settled, one-for-one, in shares of common stock one year following the director's cessation of service as a member of the Board of Directors. The units are subject to forfeiture and become fully vested on the first business day of the calendar year in the year following the date of the grant. ALL HOLDINGS AND GRANTS INCLUDED HEREIN HAVE BEEN ADJUSTED TO REFLECT THE 1-FOR-7 REVERSE STOCK SPLIT UNDERTAKEN BY THE COMPANY AS OF MAY 10, 2005.

(2) Grant Date 4/1/97; exercisable as to 100% on the earlier of resignation as a director or 10/1/06.

(3) These are Phantom Stock Units issued under the ADC Telecommunications, Inc. Global Stock Incentive Plan in a transaction exempt under Rule 16b-3. The units of phantom stock will be settled, one-for-one, in shares of common stock one year following the director's cessation of service as a member of the Board of Directors. These units are fully vested.

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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