

Gribbon Stephen
 Form 4
 February 08, 2013

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 *
Gribbon Stephen

(Last) (First) (Middle)

C/O THE ADT CORPORATION, 1501 YAMATO ROAD

(Street)

BOCA RATON, FL 33431

(City) (State) (Zip)

2. Issuer Name and Ticker or Trading Symbol
ADT Corp [ADT]

3. Date of Earliest Transaction (Month/Day/Year)
02/06/2013

4. If Amendment, Date Original Filed(Month/Day/Year)

5. Relationship of Reporting Person(s) to Issuer

(Check all applicable)

___ Director ___ 10% Owner
 Officer (give title below) ___ Other (specify below)
Senior Vice President, Sales

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)
			Code	V	Amount or Price		
Common Stock	02/06/2013		M		16,313 A \$ 36.4222	50,174	D
Common Stock	02/06/2013		M		3,603 A \$ 18.5745	53,777	D
Common Stock	02/06/2013		M		2,992 A \$ 21.6169	56,769	D
Common Stock	02/06/2013		M		3,770 A \$ 23.8843	60,539	D
Common Stock	02/06/2013		M		3,013 A \$ 28.387	63,552	D

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Common Stock	02/06/2013	S	41,026	D	\$ 47.9956 <u>(1)</u>	22,526	D
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Common Stock						7	I	By former spouse as custodian for son <u>(2)</u>
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Reminder: Report on a separate line for each class of securities beneficially owned directly or indirectly.

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(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 (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. Amount or Number of Shares	
				Code	V (A) (D)	Date Exercisable	Expiration Date	Title	Amount or Number of Shares
Stock Option (Right to Buy)	\$ 36.4222	02/06/2013		M	16,313	<u>(3)</u> 03/09/2015	Common Stock	16,313	
Stock Option (Right to Buy)	\$ 18.5745	02/06/2013		M	3,603	<u>(4)</u> 10/06/2018	Common Stock	3,603	
Stock Option (Right to Buy)	\$ 21.6169	02/06/2013		M	2,992	<u>(5)</u> 09/30/2019	Common Stock	2,992	
Stock Option (Right to Buy)	\$ 23.8843	02/06/2013		M	3,770	<u>(6)</u> 10/11/2020	Common Stock	3,770	
Stock Option (Right to Buy)	\$ 28.387	02/06/2013		M	3,013	<u>(7)</u> 10/11/2021	Common Stock	3,013	

Reporting Owners

Reporting Owner Name / Address	Relationships			
	Director	10% Owner	Officer	Other
Gribbon Stephen C/O THE ADT CORPORATION 1501 YAMATO ROAD BOCA RATON, FL 33431			Senior Vice President, Sales	

Signatures

/s/ Yu-Cheng Sun as
Attorney-in-Fact

02/08/2013

**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) The price reported is a weighted average price. These shares were sold in multiple transactions at prices ranging from \$47.88 to \$48.13, inclusive. The reporting person undertakes to provide to The ADT Corporation, any security holder of The ADT Corporation, or the staff of the Securities and Exchange Commission, upon request, full information regarding the number of shares sold at each separate price within the range set forth in this footnote (1).
- (2) The reporting person disclaims beneficial ownership of these securities, and this report shall not be deemed an admission that the reporting person is the beneficial owner of such securities for purposes of Section 16 or for any other purpose.
- (3) An option which vested in equal increments on March 10, 2006, 2007 and 2008.
- (4) An option which vested in equal increments on October 7, 2009, 2010, 2011 and 2012.
- (5) An option which vests in equal increments on October 1, 2010, 2011, 2012 and 2013.
- (6) An option which vests in equal increments on October 12, 2011, 2012, 2013 and 2014.
- (7) An option which vests in equal increments on October 12, 2012, 2013, 2014 and 2015.

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.